

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On January 5, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

Order Under 11 U.S.C. §§ 327(a), 328(a), and 1107(b) Authorizing Employment and Retention of Ernst & Young LLP as Sarbanes-Oxley, Valuation, and Tax Services Providers to Debtors, Effective Nunc Pro Tunc to October 8, 2005 ("Ernst & Young Retention Order") (Docket No. 1743) [a copy of which is attached hereto as Exhibit D]

Dated: January 6, 2006

/s/ Evan Gershbein  
Evan Gershbein

Sworn to and subscribed before  
me on January 6, 2006

/s/ Amy Lee Huh  
Notary Public

My Commission Expires: March 15, 2009

# **EXHIBIT A**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	<a href="mailto:rstark@brownrudnick.com">rstark@brownrudnick.com</a>	Indenture Trustee
Capital Research and Management Company	Michelle Robson	11100 Santa Monica Blvd	15th Floor	Los Angeles	CA	90025	310-996-6140	310-996-6091	<a href="mailto:mlfr@capgroup.com">mlfr@capgroup.com</a>	Creditor Committee Member
Cohen Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	<a href="mailto:b.simon@cwsny.com">b.simon@cwsny.com</a>	
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>	Counsel for Flextronics International USA, Inc.
Davis Polk & Wardwell	Donald Bernstein	450 Lexington Avenue		New York	NY	10017	212-450-4092	212-450-3092	<a href="mailto:donald.bernstein@dpw.com">donald.bernstein@dpw.com</a>	Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	<a href="mailto:sean.p.corcoran@delphi.com">sean.p.corcoran@delphi.com</a>	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	<a href="mailto:mike.nefkens@eds.com">mike.nefkens@eds.com</a>	Creditor Committee Member
Flextronics International	Carrie L. Schiff	6328 Monarch Park Place		Niwot	CO	80503	303-652-4853	303-652-4716	<a href="mailto:cschiff@flextronics.com">cschiff@flextronics.com</a>	Counsel for Flextronics International
Flextronics International	Terry Zale	6328 Monarch Park Place		Niwot	CO	80503	303-652-4853	303-652-4716	<a href="mailto:terryzale@flextronics.com">terryzale@flextronics.com</a>	Counsel for Flextronics International
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	<a href="mailto:trechambers@freescale.com">trechambers@freescale.com</a>	Creditor Committee Member
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	<a href="mailto:randall.eisenberg@fticonsulting.com">randall.eisenberg@fticonsulting.com</a>	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kinsey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386		Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	<a href="mailto:lhassel@groom.com">lhassel@groom.com</a>	Counsel for Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	152 West 57th Street	35th Floor	New York	NY	10019	212-751-4300	212-751-0928	<a href="mailto:sgross@hodgsonruss.com">sgross@hodgsonruss.com</a>	Counsel for Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	<a href="mailto:fgorman@honigman.com">fgorman@honigman.com</a>	Counsel to General Motors Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	<a href="mailto:rweiss@honigman.com">rweiss@honigman.com</a>	Counsel to General Motors Corporation
Internal Revenue Service	Attn: Insolvency Department, Mario Valerio	290 Broadway	5th Floor	New York	NY	10007	212-298-2015	212-298-2016		IRS
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
IUE-CVA	Henry Reichard	2360 W. Dorothy Lane	Suite 201	Dayton	OH	45439	937-294-7813	937-294-9164	<a href="mailto:hreichard@iuecwa@aol.com">hreichard@iuecwa@aol.com</a>	Creditor Committee Member
Jefferies & Company, Inc.	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	<a href="mailto:bderrough@jefferies.com">bderrough@jefferies.com</a>	UCC Professional
JPMorgan Chase Bank, N.A.	Thomas F. Maher, Richard Duker, Gianni Russello	270 Park Avenue		New York	NY	10017	212-270-0426	212-270-0430	<a href="mailto:thomas.f.maher@chase.com">thomas.f.maher@chase.com</a> <a href="mailto:richard.duker@jpmorgan.com">richard.duker@jpmorgan.com</a> <a href="mailto:gianni.russello@jpmorgan.com">gianni.russello@jpmorgan.com</a>	Postpetition Administrative Agent
JPMorgan Chase Bank, N.A.	Vilma Francis	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	<a href="mailto:vilma.francis@jpmorgan.com">vilma.francis@jpmorgan.com</a>	Prepetition Administrative Agent
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	<a href="mailto:gnovod@kramerlevin.com">gnovod@kramerlevin.com</a>	Counsel Data Systems Corporation; EDS Information Services, LLC
Kramer Levin Naftalis & Frankel LLP	Thomas Moers Mayer	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	<a href="mailto:tmayer@kramerlevin.com">tmayer@kramerlevin.com</a>	Counsel Data Systems Corporation; EDS Information Services, LLC
Kurtzman Carson Consultants	James Le	12910 Culver Blvd.	Suite I	Los Angeles	CA	90066	310-751-1511	310-751-1561	<a href="mailto:jle@kcccllc.com">jle@kcccllc.com</a>	Noticing and Claims Agent:
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	UCC Professional
Law Debenture Trust of New York	Patrick J. Healy	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	<a href="mailto:patrick.healy@lawdeb.com">patrick.healy@lawdeb.com</a>	Indenture Trustee
Law Debenture Trust of New York	Daniel R. Fisher	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	<a href="mailto:daniel.fisher@lawdeb.com">daniel.fisher@lawdeb.com</a>	Indenture Trustee
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street		Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:dcleary@mwe.com">dcleary@mwe.com</a>	Counsel for Recticel North America, Inc.
McDermott Will & Emery LLP	Mohsin N. Khambati	227 West Monroe Street		Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:mkhambati@mwe.com">mkhambati@mwe.com</a>	Counsel for Recticel North America, Inc.
McTigue Law Firm	J. Brian McTigue	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	<a href="mailto:bmctigue@mctiguelaw.com">bmctigue@mctiguelaw.com</a>	Counsel for Movant Retirees and Proposed Counsel for The Official Committee of Retirees
McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	<a href="mailto:conh@mctiguelaw.com">conh@mctiguelaw.com</a>	Counsel for Movant Retirees and Proposed Counsel for The Official Committee of Retirees
Mesirov Financial	Melissa Knolls	321 N. Clark St.	13th Floor	Chicago	IL	60601	800-453-0600	312-644-8927	<a href="mailto:mknoll@mesirovfinancial.com">mknoll@mesirovfinancial.com</a>	UCC Professional
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	2127358603	9175223103	<a href="mailto:jmoldovan@morrisoncohen.com">jmoldovan@morrisoncohen.com</a>	Counsel for Blue Cross and Blue Shield of Michigan
Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	<a href="mailto:newyork@sec.gov">newyork@sec.gov</a>	Securities and Exchange Commission
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075		New York Attorney General's Office
O'Melveny & Meyer LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	<a href="mailto:rsiegel@omm.com">rsiegel@omm.com</a>	Special Labor Counsel
O'Melveny & Meyer LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	<a href="mailto:tjerman@omm.com">tjerman@omm.com</a>	Special Labor Counsel

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Pension Benefit Guaranty Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	<a href="mailto:garrick_sandra@pbgc.gov">garrick_sandra@pbgc.gov</a> <a href="mailto:efile@pbgc.gov">efile@pbgc.gov</a>	Counsel for Pension Benefit Guaranty Corporation
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	<a href="mailto:landy.ralph@pbgc.gov">landy.ralph@pbgc.gov</a>	Chief Counsel for the Pension Benefit Guaranty Corporation
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	<a href="mailto:sriemer@phillipsnizer.com">sriemer@phillipsnizer.com</a>	Counsel for Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems
Rothchild Inc.	David L. Resnick	1251 Avenue of the Americas		New York	NY	10020	212-403-3500	212-403-5454	<a href="mailto:david.resnick@us.rothschild.com">david.resnick@us.rothschild.com</a>	Financial Advisor
Seyfarth Shaw LLP	Robert W. Dremluk	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801	2122185500	2122185526	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>	Counsel for Murata Electronics North
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	<a href="mailto:dbartner@shearman.com">dbartner@shearman.com</a> <a href="mailto:jfrizzley@shearman.com">jfrizzley@shearman.com</a>	Local Counsel to the Debtors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	<a href="mailto:kziman@stblaw.com">kziman@stblaw.com</a> <a href="mailto:rtrust@stblaw.com">rtrust@stblaw.com</a> <a href="mailto:wrussell@stblaw.com">wrussell@stblaw.com</a>	Prepetition Administrative Agent
Skadden, Arps, Slate, Meagher & Flom LLP	John Wm. Butler, John K. Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	<a href="mailto:jbutler@skadden.com">jbutler@skadden.com</a> <a href="mailto:jlyonsch@skadden.com">jlyonsch@skadden.com</a> <a href="mailto:rmeisler@skadden.com">rmeisler@skadden.com</a>	Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP	Kayalyn A. Marafioti, Thomas J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	<a href="mailto:kmarafio@skadden.com">kmarafio@skadden.com</a> <a href="mailto:tmatz@skadden.com">tmatz@skadden.com</a>	Counsel to the Debtor
Spencer Fane Britt & Browne LLP	Daniel D. Doyle	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	<a href="mailto:didoyle@spencerfane.com">ddoyle@spencerfane.com</a>	Counsel for Movant Retirees and Proposed Counsel for The Official Committee of Retirees
Spencer Fane Britt & Browne LLP	Nicholas Franke	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	<a href="mailto:nfranke@spencerfane.com">nfranke@spencerfane.com</a>	Counsel for Movant Retirees and Proposed Counsel for The Official Committee of Retirees
Stevens & Lee, P.C.	Chester B. Salomon, Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	2123198500	2123198505	<a href="mailto:cp@stevenslee.com">cp@stevenslee.com</a> <a href="mailto:cs@stevenslee.com">cs@stevenslee.com</a>	Counsel for Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	<a href="mailto:altoqut@teamtogut.com">altoqut@teamtogut.com</a>	Conflicts Counsel to the Debtors
United States Trustee	Alicia M. Leonard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	212-668-2255	212-668-2255 does not take service via fax	United States Trustee
United States Trustee	Deirdre A. Martini	33 Whitehall Street	Suite 2100	New York	NY	10004	212-510-0500	212-668-2256	<a href="mailto:deirdre.martini@usdoj.gov">deirdre.martini@usdoj.gov</a>	United States Trustee
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	301 Commerce Street	Fort Worth	TX	76102	817-810-5250	817-810-5255		Proposed Conflicts Counsel for the Official Committee of Unsecured Creditors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:jeffrey.tanenbaum@weil.com">jeffrey.tanenbaum@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:martin.bienenstock@weil.com">martin.bienenstock@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:michael.kessler@weil.com">michael.kessler@weil.com</a>	Counsel to General Motors Corporation
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	<a href="mailto:scimalore@wilmingtontrust.com">scimalore@wilmingtontrust.com</a>	Creditor Committee Member/Indenture Trustee

## **EXHIBIT B**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	<a href="mailto:rstark@brownrudnick.com">rstark@brownrudnick.com</a>	Indenture Trustee
Capital Research and Management Company	Michelle Robson	11100 Santa Monica Blvd	15th Floor	Los Angeles	CA	90025	310-996-6140	310-996-6091	<a href="mailto:mlfr@capgroup.com">mlfr@capgroup.com</a>	Creditor Committee Member
Curtis, Mallet-Prevost, Colt & Mosie LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>	Counsel for Flextronics International USA, Inc.
Davis Polk & Wardwell	Donald Bernstein	450 Lexington Avenue		New York	NY	10017	212-450-4092	212-450-3092	<a href="mailto:donald.bernstein@dpw.com">donald.bernstein@dpw.com</a>	Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	<a href="mailto:sean.p.corcoran@delphi.com">sean.p.corcoran@delphi.com</a>	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	<a href="mailto:karen.j.craft@delphi.com">karen.j.craft@delphi.com</a>	Creditor Committee Member
Flextronics International	Terry Zale	6328 Monarch Park Place		Niwot	CO	80503	303-652-4853	303-652-4716	<a href="mailto:mike.nefkens@eds.com">mike.nefkens@eds.com</a>	Counsel for Flextronics International
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	<a href="mailto:terryzale@flextronics.com">terryzale@flextronics.com</a>	Creditor Committee Member
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	<a href="mailto:trey.chambers@freescale.com">trey.chambers@freescale.com</a>	Financial Advisors to Debtors
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	<a href="mailto:randall.eisenberg@fticonsulting.com">randall.eisenberg@fticonsulting.com</a>	Counsel for Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	152 West 57th Street	35th Floor	New York	NY	10019	212-751-4300	212-751-0928	<a href="mailto:lhassel@groom.com">lhassel@groom.com</a>	Counsel for Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	<a href="mailto:sgross@hodgsonruss.com">sgross@hodgsonruss.com</a>	Counsel to General Motors Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	<a href="mailto:fgorman@honigman.com">fgorman@honigman.com</a>	Counsel to General Motors Corporation
IUE-CWA	Henry Reichard	2360 W. Dorothy Lane	Suite 201	Dayton	OH	45439	937-294-7813	937-294-9164	<a href="mailto:rweiss@honigman.com">rweiss@honigman.com</a>	Creditor Committee Member
Jefferies & Company, Inc.	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	<a href="mailto:hreichard@iuecwa@aol.com">hreichard@iuecwa@aol.com</a>	UCC Professional
JPMorgan Chase Bank, N.A.	Richard Duker, Gianni Russello	270 Park Avenue		New York	NY	10017	212-270-0426	212-270-0430	<a href="mailto:bderrough@jefferies.com">bderrough@jefferies.com</a>	Postpetition Administrative Agent
JPMorgan Chase Bank, N.A.	Vilma Francis	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	<a href="mailto:richard.duker@jpmorgan.com">richard.duker@jpmorgan.com</a>	Prepetition Administrative Agent
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	<a href="mailto:gianni.russello@jpmorgan.com">gianni.russello@jpmorgan.com</a>	Counsel Data Systems Corporation; EDS Information Services, LLC
Kramer Levin Naftalis & Frankel LLP	Thomas Moers Mayer	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	<a href="mailto:gnovod@kramerlevin.com">gnovod@kramerlevin.com</a>	Counsel Data Systems Corporation; EDS Information Services, LLC
Kurtzman Carson Consultants	James Le	12910 Culver Blvd.	Suite I	Los Angeles	CA	90066	310-751-1511	310-751-1561	<a href="mailto:tmayer@kramerlevin.com">tmayer@kramerlevin.com</a>	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	<a href="mailto:jle@kccllc.com">jle@kccllc.com</a>	UCC Professional
Law Debenture Trust of New York	Daniel R. Fisher	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	Indenture Trustee
Law Debenture Trust of New York	Patrick J. Healy	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	<a href="mailto:daniel.fisher@lawdeb.com">daniel.fisher@lawdeb.com</a>	Indenture Trustee
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street		Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:patrick.healy@lawdeb.com">patrick.healy@lawdeb.com</a>	Counsel for Recticel North America, Inc.
McDermott Will & Emery LLP	Mohsin N. Khambati	227 West Monroe Street		Chicago	IL	60606	312-372-2000	312-984-7700	<a href="mailto:dccleary@mwe.com">dccleary@mwe.com</a>	Counsel for Recticel North America, Inc.
McTigue Law Firm	J. Brian McTigue	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	<a href="mailto:mkhambati@mwe.com">mkhambati@mwe.com</a>	Counsel for Movant Retirees and Proposed Counsel for The Official Committee of Retirees
McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	<a href="mailto:bmctigue@mctiguelaw.com">bmctigue@mctiguelaw.com</a>	Counsel for Movant Retirees and Proposed Counsel for The Official Committee of Retirees
Mesirov Financial	Melissa Knolls	321 N. Clark St.	13th Floor	Chicago	IL	60601	800-453-0600	312-644-8927	<a href="mailto:conh@mctiguelaw.com">conh@mctiguelaw.com</a>	UCC Professional
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	2127358603	9175223103	<a href="mailto:mknoll@mesirovfinancial.com">mknoll@mesirovfinancial.com</a>	Counsel for Blue Cross and Blue Shield of Michigan
Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	<a href="mailto:jmoldovan@morrisoncohen.com">jmoldovan@morrisoncohen.com</a>	Securities and Exchange Commission
O'Melveny & Meyer LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	<a href="mailto:newyork@sec.gov">newyork@sec.gov</a>	Special Labor Counsel
O'Melveny & Meyer LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	<a href="mailto:rsiegel@omm.com">rsiegel@omm.com</a>	Special Labor Counsel
Pension Benefit Guaranty Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	<a href="mailto:tjerman@omm.com">tjerman@omm.com</a>	Counsel for Pension Benefit Guaranty Corporation
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	<a href="mailto:garrick.sandra@pbgc.gov">garrick.sandra@pbgc.gov</a>	Chief Counsel for the Pension Benefit Guaranty Corporation
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	<a href="mailto:efile@pbgc.gov">efile@pbgc.gov</a>	Counsel for Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems
Rothchild Inc.	David L. Resnick	1251 Avenue of the Americas		New York	NY	10020	212-403-3500	212-403-5454	<a href="mailto:landy.ralph@pbgc.gov">landy.ralph@pbgc.gov</a>	Financial Advisor

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Seyfarth Shaw LLP	Robert W. Dremluk	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801	2122185500	2122185526	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>	Counsel for Murata Electronics North
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	<a href="mailto:dbartner@shearman.com">dbartner@shearman.com</a> <a href="mailto:jfrizzley@shearman.com">jfrizzley@shearman.com</a>	Local Counsel to the Debtors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	<a href="mailto:kziman@stblaw.com">kziman@stblaw.com</a> <a href="mailto:rtrust@stblaw.com">rtrust@stblaw.com</a> <a href="mailto:wrussell@stblaw.com">wrussell@stblaw.com</a>	Prepetition Administrative Agent
Skadden, Arps, Slate, Meagher & Flom LLP	John Wm. Butler, John K. Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	<a href="mailto:jbutler@skadden.com">jbutler@skadden.com</a> <a href="mailto:jlyons@skadden.com">jlyons@skadden.com</a> <a href="mailto:rmeisler@skadden.com">rmeisler@skadden.com</a>	Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP	Kayalyn A. Marafioti, Thomas J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	<a href="mailto:kmarafio@skadden.com">kmarafio@skadden.com</a> <a href="mailto:tmatz@skadden.com">tmatz@skadden.com</a>	Counsel to the Debtor
Spencer Fane Britt & Browne LLP	Daniel D. Doyle	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	<a href="mailto:didoyle@spencerfane.com">didoyle@spencerfane.com</a>	Counsel for Movant Retirees and Proposed Counsel for The Official Committee of Retirees
Spencer Fane Britt & Browne LLP	Nicholas Franke	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	<a href="mailto:nfranke@spencerfane.com">nfranke@spencerfane.com</a>	Counsel for Movant Retirees and Proposed Counsel for The Official Committee of Retirees
Stevens & Lee, P.C.	Chester B. Salomon, Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	2123198500	2123198505	<a href="mailto:cp@stevenslee.com">cp@stevenslee.com</a> <a href="mailto:cs@stevenslee.com">cs@stevenslee.com</a>	Counsel for Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	<a href="mailto:altoqut@teamtogut.com">altoqut@teamtogut.com</a>	Conflicts Counsel to the Debtors
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:martin.bienenstock@weil.com">martin.bienenstock@weil.com</a>	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	<a href="mailto:michael.kessler@weil.com">michael.kessler@weil.com</a>	Counsel to General Motors Corporation
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	<a href="mailto:scimalore@wilmingtontrust.com">scimalore@wilmingtontrust.com</a>	Creditor Committee Member/Indenture Trustee

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Airgas, Inc.	David Boyle	259 Radnor-Chester Road, Suite 100	P.O. Box 6675	Radnor	PA	19087-8675		610-230-3064	310-687-1052	<a href="mailto:david.boyle@airgas.com">david.boyle@airgas.com</a>	Counsel for Airgas, Inc.
Ajamie LLP	Thomas A. Ajamie	711 Louisiana	Suite 2150	Houston	TX	77002		713-860-1600	713-860-1699	<a href="mailto:tajamie@ajamie.com">tajamie@ajamie.com</a>	Counsel for SANLUISS Rassini International, Inc.; Rassini, S.A. de C.V.
Ajamie LLP	Wallace A. Showman	1350 Avenue of the Americas	29th Floor	New York	NY	10019		212-246-6820	212-581-8958	<a href="mailto:wshowman@ajamie.com">wshowman@ajamie.com</a>	Counsel for SANLUISS Rassini International, Inc.; Rassini, S.A. de C.V.
Akin Gump Strauss Hauer & Feld, LLP	Peter J. Gurfein	2029 Centure Park East	Suite 2400	Los Angeles	CA	90067		310-552-6696	310-229-1001	<a href="mailto:pgurfein@akingump.com">pgurfein@akingump.com</a>	Counsel for Wamco, Inc.
Allen Matkins Leck Gamble & Mallory LLP	Michael S. Greger	1900 Main Street	Fifth Floor	Irvine	CA	92614-7321		949-553-1313	949-553-8354	<a href="mailto:mgreger@allenmatkins.com">mgreger@allenmatkins.com</a>	Counsel for Kilroy Realty, L.P.
American Axle & Manufacturing, Inc.	Steven R. Keyes	One Dauch Drive, Mail Code 6E-2-42		Detroit	MI	48243		313-758-4868		<a href="mailto:steven.keyes@aam.com">steven.keyes@aam.com</a>	Representative for American Axle & Manufacturing, Inc.
Andrews Kurth LLP	Monica S. Blacker	1717 Main Street	Suite 3700	Dallas	TX	75201		214-659-4400	214-659-4401	<a href="mailto:mblacker@andrewskurth.com">mblacker@andrewskurth.com</a>	Counsel for ITW Mortgage Investments IV, Inc.
Angelo, Gordon & Co.	Leigh Walzer	245 Park Avenue	26th Floor	New York	NY	10167		212-692-8251	212-867-6395	<a href="mailto:lwalzer@angelogordon.com">lwalzer@angelogordon.com</a>	
Anglin, Flewelling, Rasmussen, Campbell & Trytten, LLP	Mark T. Flewelling	199 South Los Robles Avenue	Suite 600	Pasadena	CA	91101-2459		626-535-1900	626-577-7764	<a href="mailto:mtf@afrc.com">mtf@afrc.com</a>	Counsel for Stanley Electric Sales of America, Inc.
Arent Fox PLLC	Mitchell D. Cohen	1675 Broadway		New York	NY	10019		212-484-3900	212-484-3990	<a href="mailto:Cohen.Mitchell@arentfox.com">Cohen.Mitchell@arentfox.com</a>	Counsel for Pullman Bank and Trust Company
Arent Fox PLLC	Robert M. Hirsh	1675 Broadway		New York	NY	10019		212-484-3900	212-484-3990	<a href="mailto:Hirsh.Robert@arentfox.com">Hirsh.Robert@arentfox.com</a>	Counsel for Pullman Bank and Trust Company
Arnall Golden Gregory LLP	Darryl S. Laddin	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031		404-873-8120	404-873-8121	<a href="mailto:dladdin@agg.com">dladdin@agg.com</a>	Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)
Arnold & Porter LLP	Joel M. Gross	555 Twelfth Street, N.W.		Washington	D.C.	20004-1206		202-942-5000	202-942-5999	<a href="mailto:joel_gross@aporter.com">joel_gross@aporter.com</a>	Counsel for CSX Transportation, Inc.
ATS Automation Tooling Systems Inc.	Carl Galloway	250 Royal Oak Road		Cambridge	Ontario	N3H 4R6	Canada	519-653-4483	519-650-6520	<a href="mailto:cgalloway@atsautomation.com">cgalloway@atsautomation.com</a>	Company
Barack, Ferrazzano, Kirschbaum Perlman, & Nagelberg LLP	Kimberly J. Robinson	333 West Wacker Drive	Suite 2700	Chicago	IL	60606		312-629-5170	312-984-3150	<a href="mailto:kim.robinson@bfkpn.com">kim.robinson@bfkpn.com</a>	Counsel for Motion Industries, Inc.
Barack, Ferrazzano, Kirschbaum Perlman, & Nagelberg LLP	William J. Barrett	333 West Wacker Drive	Suite 2700	Chicago	IL	60606		312-629-5170	312-984-3150	<a href="mailto:william.barrett@bfkpn.com">william.barrett@bfkpn.com</a>	Counsel for Motion Industries, Inc.
Barnes & Thornburg LLP	Alan K. Mills	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	<a href="mailto:alan.mills@btlaw.com">alan.mills@btlaw.com</a>	Counsel for Mays Chemical Company
Barnes & Thornburg LLP	John T. Gregg	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503		616-742-3930	626-742-3999	<a href="mailto:john.gregg@btlaw.com">john.gregg@btlaw.com</a>	Counsel to Priority Health
Barnes & Thornburg LLP	Patrick E. Mears	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503		616-742-3936	616-742-3999	<a href="mailto:pmears@btlaw.com">pmears@btlaw.com</a>	Counsel to Armada Rubber Manufacturing Company, Bank of America Leasing & Leasing & Capital, LLC, & AutoCam Corporation
Barnes & Thornburg LLP	Michael K. McCrory Wendy D. Brewer	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	<a href="mailto:wendy.brewer@btlaw.com">wendy.brewer@btlaw.com</a> <a href="mailto:michael.mccrory@btlaw.com">michael.mccrory@btlaw.com</a>	Counsel for Gibbs Die Casting Corporation
Bernstein Litowitz Berger & Grossman	Hannah E. Greenwald	1285 Avenue of the Americas		New York	NY	10019		212-554-1411	2125541444	<a href="mailto:hannah@blbglaw.com">hannah@blbglaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfs ABP
Bernstein Litowitz Berger & Grossman	Mark D. Debrowski	1285 Avenue of the Americas		New York	NY	10019		212-554-1492	2125541444	<a href="mailto:markd@blbglaw.com">markd@blbglaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfs ABP
Bernstein Litowitz Berger & Grossman	John P. Coffey	1285 Avenue of the Americas		New York	NY	10019		212-554-1409	2125541444	<a href="mailto:sean@blbglaw.com">sean@blbglaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfs ABP
Berry Moorman P.C.	James P. Murphy	535 Griswold	Suite 1900	Detroit	MI	48226		313-496-1200	313-496-1300	<a href="mailto:murph@berrymoorman.com">murph@berrymoorman.com</a>	Counsel for Kamax L.P.; Optrex America, Inc.
Bialson, Bergen & Schwab	Kenneth T. Law, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	<a href="mailto:klaw@bbslaw.com">klaw@bbslaw.com</a>	Counsel to UPS Supply Chain Solutions, Inc..



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Bialson, Bergen & Schwab	Lawrence M. Schwab, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	<a href="mailto:lschwab@bbslaw.com">lschwab@bbslaw.com</a>	Counsel to UPS Supply Chain Solutions, Inc.; Soletron Corporation; Soletron De Mexico SA de CV; Soletron InvoTronics; Coherent, Inc.; Veritas Software Corporation
Bialson, Bergen & Schwab	Patrick M. Costello, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	<a href="mailto:pcostello@bbslaw.com">pcostello@bbslaw.com</a>	Soletron Corporation; Soletron de Mexico SA de CV; Soletron InvoTronics and Coherent, Inc.
Bialson, Bergen & Schwab	Thomas M. Gaa	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	<a href="mailto:tgaa@bbslaw.com">tgaa@bbslaw.com</a>	Counsel to Veritas Software Corporation
Blank Rome LLP	Bonnie Glantz Fatell	Chase Manhattan Centre	1201 Market Street, Suite 800	Wilmington	DE	19801		302-425-6423	302-428-5110	<a href="mailto:fatell@blankrome.com">fatell@blankrome.com</a>	Counsel for Special Devices, Inc.
Blank Rome LLP	Marc E. Richards	The Chrysler Building	405 Lexington Avenue	New York	NY	10174		212-885-5000	212-885-5002	<a href="mailto:mrichards@blankrome.com">mrichards@blankrome.com</a>	Counsel for DENSO International America, Inc.
Bodman LLP	Ralph E. McDowell	100 Renaissance Center	34th Floor	Detroit	MI	48243		313-393-7592	313-393-7579	<a href="mailto:rmcdowell@bodmanllp.com">rmcdowell@bodmanllp.com</a>	Counsel for Freudenberg-NOK; General Partnership; Freudenberg-NOK, Inc.; Flextech, Inc.; Vibracoustic de Mexico, S.A. de C.V.; Lear Corporation; American Axle & Manufacturing, Inc.
Bolhouse, Vander Hulst, Risko & Baar P.C.	David S. Lefere	3996 Chicago Drive SW		Grandville	MI	49418		616-531-7711	616-531-7757	<a href="mailto:davidl@bolhouselaw.com">davidl@bolhouselaw.com</a>	Counsel for Eclipse Tool and Die, Inc.
Bond, Schoeneck & King, PLLC	Camille W. Hill	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	<a href="mailto:chill@bsk.com">chill@bsk.com</a>	Counsel for Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp.
Bond, Schoeneck & King, PLLC	Charles J. Sullivan	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	<a href="mailto:csullivan@bsk.com">csullivan@bsk.com</a>	Counsel for Diemolding Corporation
Bond, Schoeneck & King, PLLC	Stephen A. Donato	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	<a href="mailto:sdonato@bsk.com">sdonato@bsk.com</a>	Counsel for Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp; Diemolding Corporation
Bose McKinney & Evans LLP	Jeannette Eisan Hinshaw	135 N. Pennsylvania Street	Suite 2700	Indianapolis	IN	46204		317-684-5296	317-684-5173	<a href="mailto:jhinshaw@boselaw.com">jhinshaw@boselaw.com</a>	Counsel for Decatur Plastics Products, Inc. and Eikenberry & Associates, Inc.; Lorentson Manufacturing, Company, Inc.; Lorentson Tooling, Inc.; L & S Tools, Inc.; Hewitt Tool & Die, Inc.
Boult, Cummings, Conners & Berry, PLC	Austin L. McMullen	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203		615-252-2307	615-252-6307	<a href="mailto:amcmullen@bccb.com">amcmullen@bccb.com</a>	Counsel for Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.
Boult, Cummings, Conners & Berry, PLC	Roger G. Jones	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203		615-252-2307	615-252-6307	<a href="mailto:rjones@bccb.com">rjones@bccb.com</a>	Counsel for Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.
Brown & Connery, LLP	Donald K. Ludman	6 North Broad Street		Woodbury	NJ	08096		856-812-8900	856-853-9933	<a href="mailto:dludman@brownconnery.com">dludman@brownconnery.com</a>	Counsel for SAP America, Inc.
Buchalter Nemer, A Profesional Corporation	Shawn M. Christianson	333 Market Street	25th Floor	San Francisco	CA	94105-2126		415-227-0900	415-227-0770	<a href="mailto:schristianson@buchalter.com">schristianson@buchalter.com</a>	Counsel for Oracle USA, Inc.; Oracle Credit Corporation
Burr & Forman LLP	Michael Leo Hall	420 North Twentieth Street	Suite 3100	Birmingham	AL	35203		(205) 458-5367	(205) 244-5651	<a href="mailto:mhall@burr.com">mhall@burr.com</a>	Counsel to Mercedes-Benz U.S. International, Inc
Cahill Gordon & Reindel LLP	Jonathan Greenberg	80 Pine Street		New York	NY	10005		212-701-3000	732-205-6777	<a href="mailto:jonathan.greenberg@engelhard.com">jonathan.greenberg@engelhard.com</a>	Counsel to Engelhard Corporation
Cahill Gordon & Reindel LLP	Robert Usadi	80 Pine Street		New York	NY	10005		212-701-3000	212-269-5420	<a href="mailto:rusadi@cahill.com">rusadi@cahill.com</a>	Counsel to Engelhard Corporation
Carson Fischer, P.L.C.	Robert A. Weisberg	300 East Maple Road	Third Floor	Birmingham	MI	48009-6317		248-644-4840	248-644-1832	<a href="mailto:rweisberg@carsonfischer.com">rweisberg@carsonfischer.com</a>	Counsel for Cascade Die Casting Group, Inc.
Carter Ledyard & Milburn LLP	Aaron R. Cahn	2 Wall Street		New York	NY	10005		212-732-3200	212-732-3232	<a href="mailto:cahn@clm.com">cahn@clm.com</a>	Counsel for STMicroelectronics, Inc.
Clark Hill PLC	Seth A. Drucker	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	313-965-8252	<a href="mailto:sdrucker@clarkhill.com">sdrucker@clarkhill.com</a>	Counsel for BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC
Clark Hill PLLC	Robert D. Gordon	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8572	313-965-8252	<a href="mailto:rgordon@clarkhill.com">rgordon@clarkhill.com</a>	Counsel for ATS Automation Tooling Systems Inc.
Cleary Gottlieb Steen & Hamilton LLP	Deborah M. Buell	One Liberty Plaza		New York	NY	10006		212-225-2000	212-225-3999	<a href="mailto:maofiling@cgsh.com">maofiling@cgsh.com</a>	Counsel for Arneses Electricos Automotrices, S.A. de C.V.; Cordaflex, S.A. de C.V.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Cleary, Gottlieb, Steen & Hamilton LLP	James L. Bromley	One Liberty Plaza		New York	NY	10006		212-225-2000	212-225-3999	<a href="mailto:maofiling@cgsh.com">maofiling@cgsh.com</a>	Counsel for Bear, Stearns, Co. Inc.; Citigroup, Inc.; Credit Suisse First Boston; Deutsche Bank Securities, Inc.; Goldman Sachs Group, Inc.; JP Morgan Chase & Co.; Lehman Brothers, Inc.; Merrill Lynch & Co.; Morgan Stanley & Co., Inc.; UBS Securities, LLC
Cohen & Grigsby, P.C.	Thomas D. Maxson	11 Stanwix Street	15th Floor	Pittsburgh	PA	15222-1319		412-297-4706	412-209-1837	<a href="mailto:tmaxson@cohenlaw.com">tmaxson@cohenlaw.com</a>	Counsel for Nova Chemicals, Inc.
Cohen, Weiss & Simon LLP	Joseph J. Vitale	330 West 42nd Street		New York	NY	10036		212-356-0238	646-473-8238	<a href="mailto:jvitale@cwswny.com">jvitale@cwswny.com</a>	Counsel for International Union, United Automobile, Aerospace and Agriculture Implement Works of America (UAW)
Cohn Birnbaum & Shea P.C.	Scott D. Rosen, Esq.	100 Pearl Street, 12th Floor		Hartford	CT	06103		860-493-2200	860-727-0361	<a href="mailto:srosen@cb-shea.com">srosen@cb-shea.com</a>	Counsel to Floyd Manufacturing Co., Inc.
Conlin, McKenney & Philbrick, P.C.	Bruce N. Elliott	350 South Main Street	Suite 400	Ann Arbor	MI	48104		734-971-9000	734-971-9001	<a href="mailto:Elliott@cmlaw.com">Elliott@cmlaw.com</a>	Counsel to Brazeway, Inc.
Connolly Bove Lodge & Hutz LLP	Jeffrey C. Wisler, Esq.	1007 N. Orange Street	P.O. Box 2207	Wilmington	DE	19899		302-658-9141	302-658-0380	<a href="mailto:wisler@cblh.com">wisler@cblh.com</a>	Counsel to ORIX Warren, LLC
Contrarian Capital Management, L.L.C.	Mark Lee, Janice Stanton, Bill Raine, Seth Lax	411 West Putnam Avenue	Suite 225	Greenwich	CT	06830		203-862-8200	203-629-1977	<a href="mailto:mlee@contrariancapital.com">mlee@contrariancapital.com</a> <a href="mailto:jstanton@contrariancapital.com">jstanton@contrariancapital.com</a> <a href="mailto:wrairie@contrariancapital.com">wrairie@contrariancapital.com</a> <a href="mailto:solax@contrariancapital.com">solax@contrariancapital.com</a>	Counsel to Contrarian Capital Management, L.L.C.
Coolidge, Wall, Womsley & Lombard Co. LPA	Sylvie J. Derrien	33 West First Street	Suite 600	Dayton	OH	45402		937-223-8177	937-223-6705	<a href="mailto:derrien@coolaw.com">derrien@coolaw.com</a>	Counsel for Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company
Coolidge, Wall, Womsley & Lombard Co. LPA	Ronald S. Pretekin	33 West First Street	Suite 600	Dayton	OH	45402		937-223-8177	937-223-6705	<a href="mailto:Pretekin@coolaw.com">Pretekin@coolaw.com</a>	Counsel for Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company
Coolidge, Wall, Womsley & Lombard Co. LPA	Steven M. Wachstein	33 West First Street	Suite 600	Dayton	OH	45402		937-223-8177	937-223-6705	<a href="mailto:wachstein@coolaw.com">wachstein@coolaw.com</a>	Counsel for Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company
Curtin & Heefner, LLP	Daniel P. Mazo	250 N. Pennsylvania Avenue		Morrisville	PA	19067		215-736-2521	215-736-3647	<a href="mailto:dpm@curtinheefner.com">dpm@curtinheefner.com</a>	Counsel for SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.
Curtin & Heefner, LLP	Robert Szwajkos	250 N. Pennsylvania Avenue		Morrisville	PA	19067		215-736-2521	215-736-3647	<a href="mailto:rsz@curtinheefner.com">rsz@curtinheefner.com</a>	Counsel for SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.
Curtis, Mallet-Prevost, Colt & Mosle LLP	Andrew M. Thau	101 Park Avenue		New York	NY	10178-0061		212-696-8898	917-368-8898	<a href="mailto:athau@cm-p.com">athau@cm-p.com</a>	Counsel for Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Curtis, Mallet-Prevost, Colt & Mosle LLP	David S. Karp	101 Park Avenue		New York	NY	10178-0061		212-696-6065	212-697-1559	<a href="mailto:dkarp@cm-p.com">dkarp@cm-p.com</a>	Counsel for Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061		212-696-6065	212-697-1559	<a href="mailto:sreisman@cm-p.com">sreisman@cm-p.com</a>	Counsel for Flextronics International, Inc.; Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
DaimlerChrysler Corporation	Kim Kolb	CIMS 485-13-32	1000 Chrysler Drive	Auburn Hills	MI	48326-2766		248-576-5741		<a href="mailto:krk4@daimlerchrysler.com">krk4@daimlerchrysler.com</a>	Counsel for DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.
Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096		716-856-5500	716-856-5510	<a href="mailto:wsavino@damonmorey.com">wsavino@damonmorey.com</a>	Counsel for Relco, Inc.; The Durham Companies, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Daniels & Kaplan, P.C.	Jay Selanders	2405 Grand Boulevard	Suite 900	Kansas City	MO	64108-2519		816-221-3086	816-221-3006	<a href="mailto:selanders@danielsandkaplan.com">selanders@danielsandkaplan.com</a>	Counsel for DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.
Denso International America, Inc.	Carol Sowa	24777 Denso Drive		Southfield	MI	48086		248-372-8531	248-350-7772	<a href="mailto:carol_sowa@denso-diam.com">carol_sowa@denso-diam.com</a>	Counsel to Denso International America, Inc.
DiConza Law, P.C.	Gerard DiConza, Esq.	630 Third Avenue, 7th Floor		New York	NY	10017		212-682-4940	212-682-4942	<a href="mailto:gdiConza@dclawpc.com">gdiConza@dclawpc.com</a>	Counsel to Tyz-All Plastics, Inc.
Dinsmore & Shohl LLP	John Persiani	1900 Chemed Center	255 East Fifth Street	Cincinnati	OH	45202		513-977-8200	513-977-8141	<a href="mailto:john.persiani@dinslaw.com">john.persiani@dinslaw.com</a>	Counsel for The Procter & Gamble Company
DLA Piper Rudnick Gray Cary US LLP	Richard M. Kremen Maria Ellena Chavez-Ruark	The Marbury Building	6225 Smith Avenue	Baltimore	Maryland	21209-3600		410-580-3000	410-580-3001	<a href="mailto:richard.kremen@dlapiper.com">richard.kremen@dlapiper.com</a>	Counsel for Constellation NewEnergy, Inc. & Constellation NewEnergy - Gas Division, LLC
Drinker Biddle & Reath LLP	Andrew C. Kassner	18th and Cherry Streets		Philadelphia	PA	19103		215-988-2700	215-988-2757	<a href="mailto:andrew.kassner@dbr.com">andrew.kassner@dbr.com</a>	Counsel to Penske Truck Leasing Co., L.P.
Drinker Biddle & Reath LLP	David B. Aaronson	18th and Cherry Streets		Philadelphia	PA	19103		215-988-2700	215-988-2757	<a href="mailto:david.aaronson@dbr.com">david.aaronson@dbr.com</a>	Counsel to Penske Truck Leasing Co., L.P. and Quaker Chemical Corporation
Duane Morris LLP	Margery N. Reed, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1000	215-979-1020	<a href="mailto:dmdelphi@duanemorris.com">dmdelphi@duanemorris.com</a>	Counsel to ACE American Insurance Company
Duane Morris LLP	Joseph H. Lemkin	744 Broad Street	Suite 1200	Newark	NJ	07102		973-424-2000	973-424-2001	<a href="mailto:jlemkin@duanemorris.com">jlemkin@duanemorris.com</a>	Counsel for NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Aikoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC; Hosiden America Corporation and Samtech Corporation
Duane Morris LLP	Wendy M. Simkulak, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1000	215-979-1020	<a href="mailto:wmsimkulak@duanemorris.com">wmsimkulak@duanemorris.com</a>	Counsel to ACE American Insurance Company
Electronic Data Systems Corporation	Ayala Hassell	5400 Legacy Dr.	Mail Stop H3-3A-05	Plano	TX	75024		212-715-9100	212-715-8000	<a href="mailto:ayala.hassell@eds.com">ayala.hassell@eds.com</a>	Representative for Electronic Data Systems Corporation
Erman, Teicher, Miller, Zucker & Freedman, P.C.	David H. Freedman	400 Galleria Officentre	Ste. 444	Southfield	MI	48034		248-827-4100	248-827-4106	<a href="mailto:dfreedman@ermanteicher.com">dfreedman@ermanteicher.com</a>	Counsel for Doshi Prettl International, LLC
Erman, Teicher, Miller, Zucker & Freedman, P.C.	Earle I. Erman	400 Galleria Officentre	Ste. 444	Southfield	MI	48034		248-827-4100	248-827-4106	<a href="mailto:erman@ermanteicher.com">erman@ermanteicher.com</a>	Counsel for Doshi Prettl International, LLC
Fagel Haber LLC	Gary E. Green	55 East Monroe	40th Floor	Chicago	IL	60603		312-346-7500	312-580-2201	<a href="mailto:ggreen@fagelhaber.com">ggreen@fagelhaber.com</a>	Counsel for Aluminum International, Inc.
Fagel Haber LLC	Lauren Newman	55 East Monroe	40th Floor	Chicago	IL	60603		312-346-7500	312-580-2201	<a href="mailto:lnewman@fagelhaber.com">lnewman@fagelhaber.com</a>	Counsel for Aluminum International, Inc.
Finkel Goldstein Rosenbloom & Nash LLP	Ted J. Donovan	26 Broadway	Suite 711	New York	NY	10004		212-344-2929	212-422-6836	<a href="mailto:tdonovan@finkgold.com">tdonovan@finkgold.com</a>	Counsel for Pillarhouse (U.S.A.) Inc.
Foley & Lardner LLP	Jill L. Murch	321 North Clark Street	Suite 2800	Chicago	IL	60610-4764		312-832-4500	312-832-4700	<a href="mailto:lmurch@foley.com">lmurch@foley.com</a>	Counsel for Kuss Corporation
Fox Rothschild LLP	Fred Stevens	13 East 37th Street	Suite 800	New York	NY	10016		212-682-7575	212-682-4218	<a href="mailto:fstevens@foxrothschild.com">fstevens@foxrothschild.com</a>	Counsel to M&Q Plastic Products, Inc.
Fox Rothschild LLP	Michael J. Viscount, Jr.	1301 Atlantic Avenue	Suite 400	Atlantic City	NJ	08401-7212		609-348-4515	609-348-6834	<a href="mailto:mviscount@foxrothschild.com">mviscount@foxrothschild.com</a>	Counsel to M&Q Plastic Products, Inc.
Frederick T. Rikkers		419 Venture Court	P.O. Box 930555	Verona	WI	53593		608-848-6350	608-848-6357	<a href="mailto:frickers@rikkerslaw.com">frickers@rikkerslaw.com</a>	Counsel for Southwest Metal Finishing, Inc.
Gazes LLC	Ian J. Gazes	32 Avenue of the Americas		New York	NY	10013		212-765-9000	212-765-9675	<a href="mailto:ian@gazesllc.com">ian@gazesllc.com</a>	Counsel to Setech, Inc.
Gazes LLC	Eric Wainer	32 Avenue of the Americas	Suite 1800	New York	NY	10013		212-765-9000	212-765-9675	<a href="mailto:office@gazesllc.com">office@gazesllc.com</a>	Counsel to Setech, Inc.
Genovese Joblove & Battista, P.A.	Craig P. Rieders, Esq.	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131		305-349-2300	305-349-2310	<a href="mailto:crieders@gjb-law.com">crieders@gjb-law.com</a>	Counsel for Ryder Integrated Logistics, Inc.
Gibbons, Del Deo, Dolan, Griffinger & Vecchione	David N. Crapo	One Riverfront Plaza		Newark	NJ	07102-5497		973-596-4523	973-639-6244	<a href="mailto:dcrapo@gibbonslaw.com">dcrapo@gibbonslaw.com</a>	Counsel for Epcos, Inc.
Gorlick, Kravitz & Listhaus, P.C.	Barbara S. Mehlsack	17 State Street	4th Floor	New York	NY	10004		212-269-2500	212-269-2540	<a href="mailto:bmehsack@gklaw.com">bmehsack@gklaw.com</a>	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
Goulston & Storrs, P.C.	Peter D. Bilowz	400 Atlantic Avenue		Boston	MA	02110-333		617-482-1776	617-574-4112	<a href="mailto:pbilowz@goulstonstorrs.com">pbilowz@goulstonstorrs.com</a>	Counsel to Thermotech Company

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	1201 North Market Street	Suite 2100	Wilmington	DE	19801		302-622-7000	302-622-7100	<a href="mailto:gjarvis@ggelaw.com">gjarvis@ggelaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfs ABP
Grant & Eisenhofer P.A.	Jay W. Eisenhofer	45 Rockefeller Center	650 Fifth Avenue	New York	NY	10111		212-755-6501	212-755-6503	<a href="mailto:jeisenhofer@gelaw.com">jeisenhofer@gelaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfs ABP
Grant & Eisenhofer P.A.	Sharan Nirmul	1201 North Market Street	Suite 2100	Wilmington	DE	19801		302-622-7000	302-622-7100	<a href="mailto:snirmul@gelaw.com">snirmul@gelaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfs ABP
Gratz, Miller & Brueggeman, S.C.	Jill M. Hartley	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	<a href="mailto:jh@previant.com">jh@previant.com</a>	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
Gratz, Miller & Brueggeman, S.C.	Matthew R. Robbins	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	<a href="mailto:mrr@previant.com">mrr@previant.com</a>	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
Gratz, Miller & Brueggeman, S.C.	Timothy C. Hall	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	<a href="mailto:tch@previant.com">tch@previant.com</a>	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
Graydon Head & Ritchey LLP	J. Michael Debblor, Susan M. Argo	1900 Fifth Third Center	511 Walnut Street	Cincinnati	OH	45202		513-621-6464	513-651-3836	<a href="mailto:mdebblor@graydon.com">mdebblor@graydon.com</a>	Counsel for Grote Industries; Batesville Tool & Die; PIA Group; Reliable Castings
Greensfelder, Hemker & Gale, P.C.	Cherie Macdonald J. Patrick Bradley	10 S. Broadway	Suite 200	St. Louis	MO	63102		314-241-9090	314-241-8624	<a href="mailto:ckm@greensfelder.com">ckm@greensfelder.com</a> <a href="mailto:jpb@greensfelder.com">jpb@greensfelder.com</a>	Counsel for ARC Automotive, Inc.
Guaranty Bank	Herb Reiner	8333 Douglas Avenue		Dallas	TX	75225		214-360-2702	214-360-1940	<a href="mailto:herb.reiner@guarantygroup.com">herb.reiner@guarantygroup.com</a>	Counsel for American Finance Group, Inc. d/b/a Guaranty Capital Corporation
Halperin Battaglia Raicht, LLP	Alan D. Halperin Christopher J. Battaglia	555 Madison Avenue	9th Floor	New York	NY	10022		212-765-9100	212-765-0964	<a href="mailto:cbattaglia@halperinlaw.net">cbattaglia@halperinlaw.net</a> <a href="mailto:ahalperin@halperinlaw.net">ahalperin@halperinlaw.net</a>	Counsel to Pacific Gas Turbine Center, LLC and Chromalloy Gas Turbine Corporation
Herrick, Feinstein LLP	Paul Rubin	2 Park Avenue		New York	NY	10016		212-592-1448	212-545-3360	<a href="mailto:prubin@herrick.com">prubin@herrick.com</a>	Counsel for Canon U.S.A., Inc.
Hewlett-Packard Company	Anne Marie Kennelly	3000 Hanover St., M/S 1050		Palo Alto	CA	94304		650-857-6902	650-852-8617	<a href="mailto:anne.kennelly@hp.com">anne.kennelly@hp.com</a>	Counsel to Hewlett-Packard Company
Hewlett-Packard Company	Glen Dumont	420 Mountain Avenue		Murray Hill	NJ	07974		908-898-4750	908-898-4137	<a href="mailto:glen.dumont@hp.com">glen.dumont@hp.com</a>	Counsel for Hewlett-Packard Financial Services Company
Hewlett-Packard Company	Kenneth F. Higman	2125 E. Katella Avenue	Suite 400	Anaheim	CA	92806		714-940-7120	740-940-7539	<a href="mailto:ken.higman@hp.com">ken.higman@hp.com</a>	Counsel to Hewlett-Packard Company
Hewlett-Packard Company	Sharon Petrosino	420 Mountain Avenue		Murray Hill	NJ	07974		908-898-4760	908-898-4133	<a href="mailto:sharon.petrosino@hp.com">sharon.petrosino@hp.com</a>	Counsel for Hewlett-Packard Financial Services Company
Hiscock & Barclay, LLP	J. Eric Charlton	300 South Salina Street	PO Box 4878	Syracuse	NY	13221-4878		315-425-2716	315-425-8576	<a href="mailto:echarlton@hiscockbarclay.com">echarlton@hiscockbarclay.com</a>	Counsel for GW Plastics, Inc.
Hodgson Russ LLP	Cheryl R. Storie	One M&T Plaza	Suite 2000	Buffalo	NY	14203		716-848-1275	716-849-0349	<a href="mailto:cstorie@hodgsonruss.com">cstorie@hodgsonruss.com</a>	Counsel for Hexcel Corporation
Hodgson Russ LLP	Stephen H. Gross, Esq.	Carnegie Hall Tower	152 West 57th Street, 35th Street	New York	NY	10019		212-751-4300	212-751-0928	<a href="mailto:sgross@hodgsonruss.com">sgross@hodgsonruss.com</a>	Counsel to Hexcel Corporation
Hogan & Hartson L.L.P.	Audrey Moog	Columbia Square	555 Thirteenth Street, N.W.	Washington	D.C.	20004-1109		202-637-5677	202-637-5910	<a href="mailto:amoog@hhlaw.com">amoog@hhlaw.com</a>	Counsel for Umicore Autocat Canada Corp.
Hogan & Hartson L.L.P.	Edward C. Dolan	Columbia Square	555 Thirteenth Street, N.W.	Washington	D.C.	20004-1109		202-637-5677	202-637-5910	<a href="mailto:ecdolan@hhlaw.com">ecdolan@hhlaw.com</a>	Counsel for Umicore Autocat Canada Corp.
Hogan & Hartson L.L.P.	Scott A. Golden	875 Third Avenue		New York	NY	10022		212-918-3000	212-918-3100	<a href="mailto:sagolden@hhlaw.com">sagolden@hhlaw.com</a>	Counsel for XM Satellite Radio Inc.
Holme Roberts & Owen, LLP	Elizabeth K. Flaagan	1700 Lincoln	Suite 4100	Denver	CO	80203		303-861-7000	303-866-0200	<a href="mailto:elizabeth.flaagan@hro.com">elizabeth.flaagan@hro.com</a>	Counsel for CoorsTek, Inc.; Corus, L.P.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Honigman, Miller, Schwartz and Cohn, LLP	Donald T. Baty, Jr.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226		313-465-7314	313-465-7315	<a href="mailto:dbaty@honigman.com">dbaty@honigman.com</a>	Counsel for Fujitsu Ten Corporation of America
Honigman, Miller, Schwartz and Cohn, LLP	Robert B. Weiss, Frank L. Gorman	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583		313-465-7000	313-465-8000	<a href="mailto:rweiss@honigman.com">rweiss@honigman.com</a> <a href="mailto:fgorman@honigman.com">fgorman@honigman.com</a>	Counsel for General Motors Corporation
Hunter & Schank Co. LPA	John J. Hunter	One Canton Square	1700 Canton Avenue	Toledo	OH	43624		419-255-4300	419-255-9121	<a href="mailto:irhunter@hunterschank.com">irhunter@hunterschank.com</a>	Counsel for ZF Group North America Operations, Inc.
Hunter & Schank Co. LPA	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	OH	43624		419-255-4300	419-255-9121	<a href="mailto:tomschank@hunterschank.com">tomschank@hunterschank.com</a>	Counsel for ZF Group North America Operations, Inc.
Hunton & Williams LLP	Michael P. Massad, Jr.	Energy Plaza, 30th Floor	1601 Bryan Street	Dallas	TX	75201		214-979-3000	214-880-0011	<a href="mailto:mmassad@hunton.com">mmassad@hunton.com</a>	Counsel for RF Monolithics, Inc.
Hunton & Williams LLP	Steven T. Holmes	Energy Plaza, 30th Floor	1601 Bryan Street	Dallas	TX	75201		214-979-3000	214-880-0011	<a href="mailto:sholmes@hunton.com">sholmes@hunton.com</a>	Counsel for RF Monolithics, Inc.
Hurwitz & Fine P.C.	Ann E. Evanko	1300 Liberty Building		Buffalo	NY	14202		716-849-8900	716-855-0874	<a href="mailto:aee@hurwitzfine.com">aee@hurwitzfine.com</a>	Counsel for Jiffy-Tite Co., Inc.
Ice Miller	Ben T. Caughey	One American Square	Box 82001	Indianapolis	IN	46282-0200		317-236-2100	317-236-2219	<a href="mailto:Ben.Caughey@icemiller.com">Ben.Caughey@icemiller.com</a>	Counsel for Sumco, Inc.
Infineon Technologies North America Corporation	Greg Bibbes	1730 North First Street	M/S 11305	San Jose	CA	95112		408-501-6442	408-501-2488	<a href="mailto:greg.bibbes@infineon.com">greg.bibbes@infineon.com</a>	General Counsel & Vice President for Infineon Technologies North America Corporation
Infineon Technologies North America Corporation	Jeff Gillespie	2529 Commerce Drive	Suite H	Kokomo	IN	46902		765-454-2146	765-456-3836	<a href="mailto:jeffery.gillispie@infineon.com">jeffery.gillispie@infineon.com</a>	Global Account Manager for Infineon Technologies North America
International Union of Operating Engineers	Richard Griffin	1125-17th Avenue, N.W.		Washington	DC	20036		202-429-9100	202-778-2641	<a href="mailto:rgriffin@iuoe.org">rgriffin@iuoe.org</a>	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 11
Jaffe, Raitt, Heuer & Weiss, P.C.	Paige E. Barr	27777 Franklin Road	Suite 2500	Southfield	MI	48034		248-351-3000	248-351-3082	<a href="mailto:pbarr@jaffelaw.com">pbarr@jaffelaw.com</a>	Counsel for Trutron Corporation
Jenner & Block LLP	Ronald R. Peterson	One IBM Plaza		Chicago	IL	60611		312-222-9350	312-840-7381	<a href="mailto:rpeterson@jenner.com">rpeterson@jenner.com</a>	Counsel for SPX Corporation (Contech Division), Alcan Rolled Products-Ravenswood, LLC and Tenneco Inc.
Jones Day	Scott J. Friedman	222 East 41st Street		New York	NY	10017		212-326-3939	212-755-7306	<a href="mailto:sfriedman@jonesday.com">sfriedman@jonesday.com</a>	Counsel for WL. Ross & Co., LLC
Katten Muchin Rosenman LLP	John P. Sieger, Esq.	525 West Monroe Street		Chicago	IL	60661		312-902-5200	312-577-4733	<a href="mailto:john.sieger@kattenlaw.com">john.sieger@kattenlaw.com</a>	Counsel to TDK Corporation America and MEMC Electronic Materials, Inc.
Kegler, Brown, Hill & Ritter Co., LPA	Kenneth R. Cookson	65 East State Street	Suite 1800	Columbus	OH	43215		614-426-5400	614-464-2634	<a href="mailto:kcookson@keglerbrown.com">kcookson@keglerbrown.com</a>	Counsel for Solution Recovery Services
Kelley Drye & Warren, LLP	Mark I. Bane	101 Park Avenue		New York	NY	10178		212-808-7800	212-808-7897	<a href="mailto:mbane@kelleydrye.com">mbane@kelleydrye.com</a>	Counsel for the Pension Benefit Guaranty Corporation
Kelley Drye & Warren, LLP	Mark R. Somerstein	101 Park Avenue		New York	NY	10178		212-808-7800	212-808-7897	<a href="mailto:msomerstein@kelleydrye.com">msomerstein@kelleydrye.com</a>	Counsel for the Pension Benefit Guaranty Corporation
Kennedy, Jennick & Murray	Larry Magarik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	<a href="mailto:lmagarik@kjmllabor.com">lmagarik@kjmllabor.com</a>	Counsel for The International Union of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of America
Kennedy, Jennick & Murray	Susan M. Jennik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	<a href="mailto:sjennik@kjmllabor.com">sjennik@kjmllabor.com</a>	Counsel for The International Union of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of America
Kennedy, Jennick & Murray	Thomas Kennedy	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	<a href="mailto:tkennedy@kjmllabor.com">tkennedy@kjmllabor.com</a>	Counsel for The International Union of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of America
Kieselstein Lawfirm PLLC	Steve Kieselstein	43 British American Boulevard		Latham	NY	12110		518-785-7800	518-785-7851	<a href="mailto:sk@kieselaw.com">sk@kieselaw.com</a>	Counsel to NEC Electronics America, Inc.
King & Spalding, LLP	Alexandra B. Feldman	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	212-556-2222	<a href="mailto:afeldman@kslaw.com">afeldman@kslaw.com</a>	Counsel for Martinrea International, Inc.
King & Spalding, LLP	George B. South, III	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	212-556-2222	<a href="mailto:gsouth@kslaw.com">gsouth@kslaw.com</a>	Counsel for Martinrea International, Inc.
King & Spalding, LLP	James A. Pardo, Jr.	191 Peachtree Street	Suite 4900	Atlanta	GA	30303-1763		404-572-4600	404-572-5149	<a href="mailto:jpardo@kslaw.com">jpardo@kslaw.com</a>	Counsel for Mitsubishi Electric Automobile America, Inc.
King & Spalding, LLP	Michelle Carter	191 Peachtree Street	Suite 4900	Atlanta	GA	30303-1763		404-572-4600	404-572-5149	<a href="mailto:mcarter@kslaw.com">mcarter@kslaw.com</a>	Counsel for Mitsubishi Electric Automobile America, Inc.
Kirkland & Ellis LLP	Geoffrey A. Richards	200 East Randolph Drive		Chicago	IL	60601		312-861-2000	312-861-2200	<a href="mailto:grichards@kirkland.com">grichards@kirkland.com</a>	Counsel for Lunt Manufacturing Company
Kirkpatrick & Lockhart Nicholson Graham LLP	Edward M. Fox	599 Lexington Avenue		New York	NY	10022		212-536-4812	212-536-3901	<a href="mailto:efox@klnq.com">efox@klnq.com</a>	Counsel to Wilmington Trust Company, as Indenture trustee

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Krugliak, Wilkins, Griffiths & Dougherty CO., L.P.A.	Sam O. Simmerman	4775 Munson Street N.W.	P.O. Box 36963	Canton	OH	44735-6963		330-497-0700	330-497-4020	<a href="mailto:ssimmerman@kwgd.com">ssimmerman@kwgd.com</a>	Counsel to for Millwood, Inc.
Kutchin & Rufo, P.C.	Edward D. Kutchin	155 Federal Street	17th Floor	Boston	MA	02110-1727		617-542-3000	617-542-3001	<a href="mailto:ekutchin@kutchinrufo.com">ekutchin@kutchinrufo.com</a>	Counsel for Parlex Corporation
Lambert, Leser, Isackson, Cook & Guinta, P.C.	Susan M. Cook	309 Davidson Building	PO Box 835	Bay City	MI	48707-0835		989-893-3518		<a href="mailto:smcook@lambertleser.com">smcook@lambertleser.com</a>	Counsel for Linamar Corporation
Latham & Watkins	Erika Ruiz	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	<a href="mailto:erika.ruiz@lw.com">erika.ruiz@lw.com</a>	UCC Professional
Latham & Watkins	Henry P. Baer, Jr.	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	<a href="mailto:henry.baer@lw.com">henry.baer@lw.com</a>	UCC Professional
Latham & Watkins	John W. Weiss	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	<a href="mailto:john.weiss@lw.com">john.weiss@lw.com</a>	UCC Professional
Latham & Watkins	Mark A. Broude	885 Third Avenue		New York	NY	10022		212-906-1384	212-751-4864	<a href="mailto:mark.broude@lw.com">mark.broude@lw.com</a>	UCC Professional
Latham & Watkins	Michael J. Riela	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	<a href="mailto:michael.riela@lw.com">michael.riela@lw.com</a>	UCC Professional
Latham & Watkins	Mitchell A. Seider	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	<a href="mailto:mitchell.seider@lw.com">mitchell.seider@lw.com</a>	UCC Professional
Lewis and Roca LLP	Rob Charles, Esq.	One South Church Street	Suite 700	Tucson	AZ	85701		520-629-4427	520-879-4705	<a href="mailto:rcharles@lrlaw.com">rcharles@lrlaw.com</a>	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Lewis and Roca LLP	Susan M. Freeman, Esq.	40 North Central Avenue	Suite 1900	Phoenix	AZ	85004-4429		602-262-5756	602-734-3824	<a href="mailto:sfreeman@lrlaw.com">sfreeman@lrlaw.com</a>	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Linear Technology Corporation	John England, Esq.	1630 McCarthy Blvd.		Milpitas	CA	95035-7417		408-432-1900	408-434-0507	<a href="mailto:jengland@linear.com">jengland@linear.com</a>	Counsel to Linear Technology Corporation
Linebarger Goggan Blair & Sampson, LLP	Diane W. Sanders	1949 South IH 35 (78741)	P.O. Box 17428	Austin	TX	78760-7428		512-447-6675	512-443-5114	<a href="mailto:austin.bankruptcy@publicans.com">austin.bankruptcy@publicans.com</a>	Counsel to Cameron County, Brownsville ISD
Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	2323 Bryan Street	Suite 1600	Dallas	TX	75201		214-880-0089	4692215002	<a href="mailto:dallas.bankruptcy@publicans.com">dallas.bankruptcy@publicans.com</a>	Counsel for Dallas County and Tarrant County
Linebarger Goggan Blair & Sampson, LLP	John P. Dillman	P.O. Box 3064		Houston	TX	77253-3064		713-844-3478	713-844-3503	<a href="mailto:houston.bankruptcy@publicans.com">houston.bankruptcy@publicans.com</a>	Counsel in Charge for Taxing Authorities
Loeb & Loeb LLP	William M. Hawkins	345 Park Avenue		New York	NY	10154		212-407-4000	212-407-4990	<a href="mailto:whawkins@loeb.com">whawkins@loeb.com</a>	Counsel for Industrial Ceramics Corporation
Lowenstein Sandler PC	Bruce S. Nathan	1251 Avenue of the Americas		New York	NY	10020		212-262-6700	212-262-7402	<a href="mailto:bnathan@lowenstein.com">bnathan@lowenstein.com</a>	Counsel for Daewoo International (America) Corp.
Lowenstein Sandler PC	Ira M. Levee	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	212-262-7402	<a href="mailto:ilevee@lowenstein.com">ilevee@lowenstein.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfs ABP
Lowenstein Sandler PC	Kenneth A. Rosen	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	973-597-2400	<a href="mailto:krosen@lowenstein.com">krosen@lowenstein.com</a>	Counsel for Cerberus Capital Management, L.P.
Lowenstein Sandler PC	Michael S. Etikin	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	212-262-7402	<a href="mailto:metkin@lowenstein.com">metkin@lowenstein.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfs ABP
Lowenstein Sandler PC	Scott Cargill	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	973-597-2400	<a href="mailto:scargill@lowenstein.com">scargill@lowenstein.com</a>	Counsel for Cerberus Capital Management, L.P.; AT&T Corporation
Lowenstein Sandler PC	Vincent A. D'Agostino	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	973-597-2400	<a href="mailto:vdagostino@lowenstein.com">vdagostino@lowenstein.com</a>	Counsel for AT&T Corporation
Margulies & Levinson, LLP	Jeffrey M. Levinson, Esq. Leah M. Caplan, Esq.	30100 Chagrin Boulevard	Suite 250	Pepper Pike	OH	44124		216-514-4935	216-514-4936	<a href="mailto:jml@ml-legal.com">jml@ml-legal.com</a> <a href="mailto:lmc@ml-legal.com">lmc@ml-legal.com</a>	Counsel for Venture Plastics
McDermott Will & Emery LLP	James M. Sullivan	50 Rockefeller Plaza		New York	NY	10020		212-547-5400	212-547-5444	<a href="mailto:jmsullivan@mwe.com">jmsullivan@mwe.com</a>	Counsel to Linear Technology Corporation, National Semiconductor Corporation; Timken Corporation
McDermott Will & Emery LLP	Stephen B. Selbst	50 Rockefeller Plaza		New York	NY	10020		212-547-5400	212-547-5444	<a href="mailto:sselbst@mwe.com">sselbst@mwe.com</a>	Counsel for National Semiconductor Corporation
McDonald Hopkins Co., LPA	Jean R. Robertson, Esq.	600 Superior Avenue, East	Suite 2100	Cleveland	OH	44114		216-348-5400	216-348-5474	<a href="mailto:jrobertson@mcdonaldhopkins.com">jrobertson@mcdonaldhopkins.com</a>	Counsel to Brush Engineered materials
McDonald Hopkins Co., LPA	Scott N. Opincar, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	OH	44114		216-348-5400	216-348-5474	<a href="mailto:sopincar@mcdonaldhopkins.com">sopincar@mcdonaldhopkins.com</a>	Counsel to Republic Engineered Products, Inc.
McDonald Hopkins Co., LPA	Shawn M. Riley, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	OH	44114		216-348-5400	216-348-5474	<a href="mailto:sriley@mcdonaldhopkins.com">sriley@mcdonaldhopkins.com</a>	Counsel to Republic Engineered Products, Inc.
McElroy, Deutsch, Mulvaney & Carpenter, LLP	Jeffrey Bernstein, Esq.	Three Gateway Center	100 Mulberry Street	Newark	NJ	07102-4079		973-622-7711	973-622-5314	<a href="mailto:jbernstein@mdmc-law.com">jbernstein@mdmc-law.com</a>	Counsel to New Jersey Self-Insurers Guaranty Association
McGuirewoods LLP	Elizabeth L. Gunn	One James Center	901 East Cary Street	Richmond	VA	23219-4030		804-775-1178	804-698-2186	<a href="mailto:egunn@mcguirewoods.com">egunn@mcguirewoods.com</a>	Counsel for Siemens Logistics Assembly Systems, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Meyer, Suozzi, English & Klein, P.C.	Hanan Kolko	1350 Broadway	Suite 501	New York	NY	10018		212-239-4999	212-239-1311	<a href="mailto:hkolko@msek.com">hkolko@msek.com</a>	Counsel for The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Meyer, Suozzi, English & Klein, P.C.	Lowell Peterson, Esq.	1350 Broadway	Suite 501	New York	NY	10018		212-239-4999	212-239-1311	<a href="mailto:lpeterson@msek.com">lpeterson@msek.com</a>	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Miller Johnson	Thomas P. Sarb Robert D. Wolford	250 Monroe Avenue, N.W.	Suite 800, PO Box 306	Grand Rapids	MI	49501-0306		616-831-1748 616-831-1726	616-988-1748 616-988-1726	<a href="mailto:sarbt@millerjohnson.com">sarbt@millerjohnson.com</a> <a href="mailto:wolfordr@millerjohnson.com">wolfordr@millerjohnson.com</a>	Counsel to Pridgeon & Clay, Inc.
Miller, Canfield, Paddock and Stone, P.L.C.	Timothy A. Fusco	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8435	313-496-8453	<a href="mailto:fuscot@millercanfield.com">fuscot@millercanfield.com</a>	Counsel for Niles USA Inc.; Techcentral, LLC; The Bartech Group, Inc.; Fischer Automotive Systems
Miller, Canfield, Paddock and Stone, P.L.C.	Jonathan S. Green	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8452	313-496-7997	<a href="mailto:greenj@millercanfield.com">greenj@millercanfield.com</a>	Counsel for Wells Operating Partnership, LP
Mintz, Levin, Cohn, Ferris Glovsky and Pepco, P.C.	Michael L. Schein	666 Third Avenue		New York	NY	10017		212-935-3000	212-983-3115	<a href="mailto:mischein@mintz.com">mischein@mintz.com</a>	Counsel to Hitachi Automotive Products (USA), Inc.; Conceria Pasubio
Mitsubishi Electric & Electronics USA, Inc.	John E. Cipriano	500 Corporate Woods Parkway		Vernon Hills	IL	60061		847-478-2383	847-478-2281	<a href="mailto:john.cipriano@meus.mea.com">john.cipriano@meus.mea.com</a>	Assistant General Counsel for Mitsubishi Electric & Electronics USA, Inc.
Molex Connector Corp	Jeff Ott	2222 Wellington Ct.		Lisle	IL	60532		630-527-4254	630-512-8610	<a href="mailto:Jeff.Ott@molex.com">Jeff.Ott@molex.com</a>	Counsel for Molex Connector Corp
Morgan, Lewis & Bockius LLP	Andrew D. Gottfried	101 Park Avenue		New York	NY	10178-0060		212-309-6000	212-309-6001	<a href="mailto:agottfried@morganlewis.com">agottfried@morganlewis.com</a>	Counsel for ITT Industries, Inc.; Hitachi Chemical (Singapore), Ltd.
Morgan, Lewis & Bockius LLP	Menachem O. Zelmanovitz	101 Park Avenue		New York	NY	10178		212-309-6000	212-309-6001	<a href="mailto:mzelmanovitz@morganlewis.com">mzelmanovitz@morganlewis.com</a>	Counsel for Hitachi Chemical (Singapore) Pte. Ltd.
Morgan, Lewis & Bockius LLP	Richard W. Esterkin, Esq.	300 South Grand Avenue		Los Angeles	CA	90017		213-612-1163	213-612-2501	<a href="mailto:resterkin@morganlewis.com">resterkin@morganlewis.com</a>	Counsel to Sumitomo Corporation
Moritt Hock Hamroff & Horowitz LLP	Leslie Ann Berkoff	400 Garden City Plaza		Garden City	NY	11530		516-873-2000		<a href="mailto:lberkoff@moritthock.com">lberkoff@moritthock.com</a>	Counsel for Standard Microsystems Corporation and its direct and indirect subsidiaries Oasis SiliconSystems AG and SMSC NA Automotive, LLC (successor-in-interest to Oasis Silicon Systems, Inc.)
Morris, Nichols, Arsht and Tunnell	Michael G. Busenkell	PO Box 1347		Wilmington	DE	19899-1347		302-658-9200	302-658-3989	<a href="mailto:mbusenkell@mnat.com">mbusenkell@mnat.com</a>	Counsel for Chicago Miniature Optoelectronic Technologies, Inc.
Morris, Nichols, Arsht and Tunnell	Robert J. Dehney	PO Box 1347		Wilmington	DE	19899-1347		302-658-9200	302-658-3989	<a href="mailto:rdehney@mnat.com">rdehney@mnat.com</a>	Counsel for Chicago Miniature Optoelectronic Technologies, Inc.
Morrison Cohen LLP	Joseph T. Moldovan Michael R. Dal Lago	909 Third Avenue		New York	NY	10022		212-735-8603 212-735-8757	917-522-3103 917-522-3157	<a href="mailto:jmoldovan@morrisoncohen.com">jmoldovan@morrisoncohen.com</a> <a href="mailto:mdallago@morrisoncohen.com">mdallago@morrisoncohen.com</a>	Counsel to Blue Cross and Blue Shield of Michigan
Munsch Hardt Kopf & Harr, P.C.	Raymond J. Urbanik, Esq., Joseph J. Wielebinski, Esq. and Davor Rukavina, Esq.	4000 Fountain Place	1445 Ross Avenue	Dallas	RX	75202-2790		214-855-7590 214-855-7561 214-855-7587	214-978-4374	<a href="mailto:rurbanik@munsch.com">rurbanik@munsch.com</a> <a href="mailto:jwielebinski@munsch.com">jwielebinski@munsch.com</a> <a href="mailto:drukavina@munsch.com">drukavina@munsch.com</a>	Counsel for Texas Instruments Incorporated
Nathan, Neuman & Nathan, P.C.	Kenneth A. Nathan	29100 Northwestern Highway	Suite 260	Southfield	MI	48034		248-351-0099	248-351-0487	<a href="mailto:Knathan@nathanneuman.com">Knathan@nathanneuman.com</a>	Counsel for 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real Properties



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Nathan, Neuman & Nathan, P.C.	Susanna C. Brennan	29100 Northwestern Highway	Suite 260	Southfield	MI	48034		248-351-0099	248-351-0487	<a href="mailto:sbrennan@nathanneuman.com">sbrennan@nathanneuman.com</a>	Counsel for 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real Properties
National City Commercial Capital	Lisa M. Moore	995 Dalton Avenue		Cincinnati	OH	45203		513-455-2390	866-298-4481	<a href="mailto:lisa.moore2@nationalcity.com">lisa.moore2@nationalcity.com</a>	Vice President and Senior Counsel for National City Commercial Capital
Nelson Mullins Riley & Scarborough	George B. Cauthen	1320 Main Street, 17th Floor	PO Box 11070	Columbia	SC	29201		803-7255-9425	803-256-7500	<a href="mailto:george.cauthen@nelsonmullins.com">george.cauthen@nelsonmullins.com</a>	Counsel for Datwyler Rubber & Plastics, Inc.; Datwyler, Inc.; Datwyler i/o devices (Americas), Inc.; Rothrist Tube (USA), Inc.
Nix, Patterson & Roach, L.L.P.	Bradley E. Beckworth	205 Linda Drive		Daingerfield	TX	75638		903-645-7333	903-645-4415	<a href="mailto:bbeckworth@nixlawfirm.com">bbeckworth@nixlawfirm.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfs ABP
Nix, Patterson & Roach, L.L.P.	Jeffrey J. Angelovich	205 Linda Drive		Daingerfield	TX	75638		903-645-7333	903-645-4415	<a href="mailto:jangelovich@nixlawfirm.com">jangelovich@nixlawfirm.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfs ABP
Nix, Patterson & Roach, L.L.P.	Susan Whatley	205 Linda Drive		Daingerfield	TX	75638		903-645-7333	903-645-4415	<a href="mailto:susanwhatley@nixlawfirm.com">susanwhatley@nixlawfirm.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforfs ABP
Norris, McLaughlin & Marcus	Elizabeth L. Abdelmasieh, Esq.	721 Route 202-206	P.O. Box 1018	Somerville	NJ	08876		908-722-0700	908-722-0755	<a href="mailto:eabdelmasieh@nmmlaw.com">eabdelmasieh@nmmlaw.com</a>	Counsel for Rotor Clip Company, Inc.
North Point	David G. Heiman	901 Lakeside Avenue		Cleveland	OH	44114		216-586-3939	216-579-0212	<a href="mailto:dgheiman@jonesday.com">dgheiman@jonesday.com</a>	Counsel for WL. Ross & Co., LLC
North Point	Michelle M. Harner	901 Lakeside Avenue		Cleveland	OH	44114		216-586-3939	216-579-0212	<a href="mailto:mmharner@jonesday.com">mmharner@jonesday.com</a>	Counsel for WL. Ross & Co., LLC
Orbotech, Inc.	Michael M. Zizza, Legal Manager	44 Manning Road		Billerica	MA	01821		978-901-5025	978-667-9969	<a href="mailto:michaelz@orbotech.com">michaelz@orbotech.com</a>	Company
Orrick, Herrington & Sutcliffe LLP	Alyssa Englund, Esq.	666 Fifth Avenue		New York	NY	10103		212-506-5187	212-506-5151	<a href="mailto:aenglund@orrick.com">aenglund@orrick.com</a>	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP	Frederick D. Holden, Jr., Esq.	405 Howard Street		San Francisco	CA	94105		415-773-5700	415-773-5759	<a href="mailto:fholden@orrick.com">fholden@orrick.com</a>	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Otterbourg, Steindler, Houston & Rosen, P.C.	Melissa A. Hager	230 Park Avenue		New York	NY	10169		212-661-9100	212-682-6104	<a href="mailto:mhager@oshr.com">mhager@oshr.com</a>	Counsel for Sharp Electronics Corporation
Otterbourg, Steindler, Houston & Rosen, P.C.	Scott L. Hazan	230 Park Avenue		New York	NY	10169		212-661-9100	212-682-6104	<a href="mailto:shazan@oshr.com">shazan@oshr.com</a>	Counsel for Sharp Electronics Corporation
Paul, Weiss, Rifkind, Wharton & Garrison	Curtis J. Weidler	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3157	212-373-2053	<a href="mailto:cweidler@paulweiss.com">cweidler@paulweiss.com</a>	Counsel for Ambrake Corporation; Akebono Corporation
Paul, Weiss, Rifkind, Wharton & Garrison	Douglas R. Davis	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	<a href="mailto:ddavis@paulweiss.com">ddavis@paulweiss.com</a>	Counsel for Noma Company and General Chemical Performance Products LLC
Paul, Weiss, Rifkind, Wharton & Garrison	Elizabeth R. McColm	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	<a href="mailto:emccolm@paulweiss.com">emccolm@paulweiss.com</a>	Counsel for Noma Company and General Chemical Performance Products LLC
Paul, Weiss, Rifkind, Wharton & Garrison	Stephen J. Shimshak	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3133	212-373-2136	<a href="mailto:sshimshak@paulweiss.com">sshimshak@paulweiss.com</a>	Counsel for Ambrake Corporation
Pension Benefit Guaranty Corporation	Ralph L. Landy	1200 K. Street, N.W.		Washington	DC	20005-4026		202-326-4020	202-326-4112	<a href="mailto:landy_ralph@pbgc.gov">landy_ralph@pbgc.gov</a>	Counsel to Pension Benefit Guaranty Corporation
Pepe & Hazard LLP	Charles J. Filardi, Jr., Esq.	30 Jelliff Lane		Southport	CT	06890		203-319-4042	203-319-4034	<a href="mailto:cfilardi@pepehazard.com">cfilardi@pepehazard.com</a>	Federal Express Corporation
Pepper, Hamilton LLP	Anne Marie Aaronson	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	<a href="mailto:aaronsona@pepperlaw.com">aaronsona@pepperlaw.com</a>	Counsel for Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Pepper, Hamilton LLP	Linda J. Casey	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	<a href="mailto:caseyl@pepperlaw.com">caseyl@pepperlaw.com</a>	Counsel for SKF USA, Inc.
Pepper, Hamilton LLP	Henry Jaffe	1313 Market Street	PO Box 1709	Wilmington	DE	19899-1709		302-777-6500	302-421-8390	<a href="mailto:jaffeh@pepperlaw.com">jaffeh@pepperlaw.com</a>	Counsel for SKF USA, Inc.
Pepper, Hamilton LLP	Francis J. Lawall	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	<a href="mailto:lawallf@pepperlaw.com">lawallf@pepperlaw.com</a>	Counsel for Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)
Phillips Nizer LLP	Sandra A. Riemer, Esq.	666 Fifth Avenue		New York	NY	10103		212-841-0589	212-262-5152	<a href="mailto:sriemer@phillipsnizer.com">sriemer@phillipsnizer.com</a>	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Pierce Atwood LLP	Jacob A. Manheimer	One Monument Square		Portland	ME	04101		207-791-1100	207-791-1350	<a href="mailto:jmanheimer@pierceatwood.com">jmanheimer@pierceatwood.com</a>	Counsel for FCI Canada, Inc.; FCI Electronics Mexico, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland GmbH; FCI Italia S. p.A.
Pillsbury Winthrop Shaw Pittman LLP	Karen B. Dine	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	<a href="mailto:karen.dine@pillsburylaw.com">karen.dine@pillsburylaw.com</a>	Counsel for Clarion Corporation of America
Pillsbury Winthrop Shaw Pittman LLP	Margot P. Erlich	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	<a href="mailto:margot.erlich@pillsburylaw.com">margot.erlich@pillsburylaw.com</a>	Counsel for MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Pillsbury Winthrop Shaw Pittman LLP	Mark D. Houle	650 Town Center Drive	7th Floor	Costa Mesa	CA	92626-7122		714-436-6800	714-436-2800	<a href="mailto:mark.houle@pillsburylaw.com">mark.houle@pillsburylaw.com</a>	Counsel for Clarion Corporation of America
Pillsbury Winthrop Shaw Pittman LLP	Richard L. Epling	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	<a href="mailto:richard.epling@pillsburylaw.com">richard.epling@pillsburylaw.com</a>	Counsel for MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Pillsbury Winthrop Shaw Pittman LLP	Robin L. Spear	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	<a href="mailto:robin.spear@pillsburylaw.com">robin.spear@pillsburylaw.com</a>	Counsel for MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Pitney Hardin LLP	Ronald S. Beacher	7 Times Square		New York	NY	10036		212-297-5800	212-682-3485	<a href="mailto:rbeacher@pitneyhardin.com">rbeacher@pitneyhardin.com</a>	Counsel for IBJTC Business Credit Corporation
Pitney Hardin LLP	Richard M. Meth	P.O. Box 1945		Morristown	NJ	07962-1945		973-966-6300	973-966-1015	<a href="mailto:rmeth@pitneyhardin.com">rmeth@pitneyhardin.com</a>	Counsel for Marshall E. Campbell Company
Porzio, Bromberg & Newman, P.C.	Brett S. Moore, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	973-538-5146	<a href="mailto:bsmoore@pbnlaw.com">bsmoore@pbnlaw.com</a>	Counsel to Neuman Aluminum Automotive, Inc. and Neuman Aluminum Impact Extrusion, Inc.
Porzio, Bromberg & Newman, P.C.	John S. Mairo, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	973-538-5146	<a href="mailto:jsmairo@pbnlaw.com">jsmairo@pbnlaw.com</a>	Counsel for National Molding Corporation; Security Plastics Division/NMC LLC
Pryor & Mandelup, LLP	A. Scott Mandelup, Kenneth A. Reynolds	675 Old Country Road		Westbury	NY	11590		516-997-0999	516-333-7333	<a href="mailto:asm@pryormandelup.com">asm@pryormandelup.com</a> <a href="mailto:kar@pryormandelup.com">kar@pryormandelup.com</a>	Counsel to QAD, Inc.
QAD, Inc.	Jason Pickering, Esq.	10,000 Midlantic Drive		Mt. Laurel	NJ	08054		856-840-2489	856-840-2740	<a href="mailto:jkp@qad.com">jkp@qad.com</a>	Counsel to Quadrangle Debt Recovery Advisors LLC
Quadrangle Debt Recovery Advisors LLC	Andrew Herenstein	375 Park Avenue, 14th Floor		New York	NY	10152		212-418-1742	866-741-2505	<a href="mailto:andrew.herenstein@quadranglegroup.com">andrew.herenstein@quadranglegroup.com</a>	Counsel to Quadrangle Group LLC
Quadrangle Group LLC	Patrick Bartels	375 Park Avenue, 14th Floor		New York	NY	10152		212-418-1748	866-552-2052	<a href="mailto:patrick.bartels@quadranglegroup.com">patrick.bartels@quadranglegroup.com</a>	Counsel for Semiconductor Components Industries, Inc.
Quarles & Brady Streich Lang LLP	John A. Harris	Renaissance One	Two North Central Avenue	Phoenix	AZ	85004-2391		602-229-5200	602-229-5690	<a href="mailto:jharris@quarles.com">jharris@quarles.com</a>	Counsel for Offshore International, Inc.; Maquilas Teta Kawi, S.A. de C.V.; On Semiconductor Corporation
Quarles & Brady Streich Lang LLP	Kasey C. Nye	One South Church Street		Tucson	AZ	85701		520-770-8717	520-770-2203	<a href="mailto:knye@quarles.com">knye@quarles.com</a>	Counsel for Semiconductor Components Industries, Inc.
Quarles & Brady Streich Lang LLP	Scott R. Goldberg	Renaissance One	Two North Central Avenue	Phoenix	AZ	85004-2391		602-229-5200	602-229-5690	<a href="mailto:sgolbber@quarles.com">sgolbber@quarles.com</a>	Counsel for General Electric Capital Corporation, Statagic Asset Finance.
Reed Smith	Elena Lazarou	599 Lexington Avenue	29th Street	New York	NY	10022		212-521-5400	212-521-5450	<a href="mailto:elazarou@reedsmith.com">elazarou@reedsmith.com</a>	Counsel to Republic Engineered Products, Inc.
Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	OH	44333		330-670-3004	330-670-3020	<a href="mailto:jlapinsky@republicengineered.com">jlapinsky@republicengineered.com</a>	Counsel for Microsoft Corporation; Microsoft Licensing, GP
Riddell Williams P.S.	Joseph E. Shickich, Jr.	1001 4th Ave.	Suite 4500	Seattle	WA	98154-1195		206-624-3600	206-389-1708	<a href="mailto:jshickich@riddellwilliams.com">jshickich@riddellwilliams.com</a>	Counsel for ICX Corporation
Riemer & Braunstein LLP	Mark S. Scott	Three Center Plaza		Boston	MA	02108		617-523-9000	617-880-3456	<a href="mailto:msscott@riemerlaw.com">msscott@riemerlaw.com</a>	Counsel for Blue Cross Blue Shield of South Carolina
Robinson, McFadden & Moore, P.C.	Annemarie B. Mathews	P.O. Box 944		Columbia	SC	29202		803-779-8900	803-771-9411	<a href="mailto:amathews@robinsonlaw.com">amathews@robinsonlaw.com</a>	Counsel for Brembo S.p.A.; Bibielle S.p.A.; AP Racing
Ropers, Majeski, Kohn & Bentley	Christopher Norgaard	515 South Flower Street	Suite 1100	Los Angeles	CA	90071		213-312-2000	213-312-2001	<a href="mailto:cnorgaard@ropers.com">cnorgaard@ropers.com</a>	

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Russell Reynolds Associates, Inc.	Charles E. Boulbol, P.C.	26 Broadway, 17th Floor		New York	NY	10004		212-825-9457	212-825-9414	<a href="mailto:rtrack@msn.com">rtrack@msn.com</a>	Counsel to Russell Reynolds Associates, Inc.
Sachnoff & Weaver, Ltd	Charles S. Schulman, Arlene N. Gelman	10 South Wacker Drive	40th Floor	Chicago	IL	60606		312-207-1000	312-207-6400	<a href="mailto:cschulman@sachnoff.com">cschulman@sachnoff.com</a> <a href="mailto:agelman@sachnoff.com">agelman@sachnoff.com</a>	Counsel for Infineon Technologies North America Corporation
Satterlee Stephens Burke & Burke LLP	Christopher R. Belmonte	230 Park Avenue		New York	NY	10169		212-818-9200	212-818-9606	<a href="mailto:cbelmonte@ssbb.com">cbelmonte@ssbb.com</a>	Counsel to Moody's Investors Service
Satterlee Stephens Burke & Burke LLP	Pamela A. Bosswick	230 Park Avenue		New York	NY	10169		212-818-9200	212-818-9606	<a href="mailto:pbosswick@ssbb.com">pbosswick@ssbb.com</a>	Counsel to Moody's Investors Service
Schiff Hardin LLP	Michael Yetnikoff	623 Fifth Avenue	28th Floor	New York	NY	10022		212-753-5000	212-753-5044	<a href="mailto:myetnikoff@schiffhardin.com">myetnikoff@schiffhardin.com</a>	Counsel for Means Industries
Schiff Hardin LLP	William I. Kohn	6600 Sears Tower		Chicago	IL	60066		312-258-5500	312-258-5600	<a href="mailto:wkohn@schiffhardin.com">wkohn@schiffhardin.com</a>	Counsel for Means Industries
Schiffnir & Barroway, LLP	Michael Yarnoff	280 King of Prussia Road		Radnor	PA	19087		610-667-7056	610-667-7706		Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Schiffnir & Barroway, LLP	Sean M. Handler	280 King of Prussia Road		Radnor	PA	19087		610-667-7706	610-667-7056	<a href="mailto:myarnoff@sbclasslaw.com">myarnoff@sbclasslaw.com</a>	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Schulte Roth & Sabel LLP	James T. Bentley	919 Third Avenue		New York	NY	10022		212-756-2273	212-593-5955	<a href="mailto:shandler@sbclasslaw.com">shandler@sbclasslaw.com</a>	Counsel for Panasonic Automotive Systems Company of America
Schulte Roth & Sabel LLP	Michael L. Cook	919 Third Avenue		New York	NY	10022		212-765-2000	212-595-5955	<a href="mailto:james.bentley@srz.com">james.bentley@srz.com</a>	Counsel for Panasonic Automotive Systems Company of America; D.C. Capital Partners, L.P.
Seyfarth Shaw LLP	Paul M. Baisier, Esq.	1545 Peachtree Street, N.E.	Suite 700	Atlanta	GA	30309-2401		404-885-1500	404-892-7056	<a href="mailto:michael.cook@srz.com">michael.cook@srz.com</a>	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Seyfarth Shaw LLP	Robert W. Dremluk, Esq.	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801		212-218-5500	212-218-5526	<a href="mailto:pbaisier@seyfarth.com">pbaisier@seyfarth.com</a>	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Seyfarth Shaw LLP	William J. Hanlon	World Trade Center East	Two Seaport Lane, Suite 300	Boston	MA	02210		617-946-4800	617-946-4801	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>	Counsel for le Belier/LBQ Foundry S.A. de C.V.
Sheldon S. Toll PLLC	Sheldon S. Toll	2000 Town Center	Suite 2550	Southfield	MI	48075		248-358-2460	248-358-2740	<a href="mailto:whanlon@seyfarth.com">whanlon@seyfarth.com</a>	Counsel for Milwaukee Investment Company
Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Robert P. Thibeaux	5353 Essen Lane	Suite 650	Baton Rouge	LA	70809		225-757-2185	225-757-7674	<a href="mailto:lawtoll@comcast.net">lawtoll@comcast.net</a>	Counsel for Gulf Coast Bank & Trust Company
Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Robert P. Thibeaux	909 Poydras Street	28th Floor	New Orleans	LA	70112-1033		504-299-2100	504-299-2300	<a href="mailto:rthibeaux@shergarner.com">rthibeaux@shergarner.com</a>	Counsel for Gulf Coast Bank & Trust Company
Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	CT	06103-1919		860-251-5811	860-251-5218	<a href="mailto:rthibeaux@shergarner.com">rthibeaux@shergarner.com</a>	Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,
Sills, Cummis Epstein & Gross, P.C.	Andrew H. Sherman	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	212-643-6500	<a href="mailto:bankruptcy@goodwin.com">bankruptcy@goodwin.com</a>	Counsel for Hewlett-Packard Financial Services Company
Sills, Cummis Epstein & Gross, P.C.	Jack M. Zackin	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	212-643-6500	<a href="mailto:asherman@sillscummis.com">asherman@sillscummis.com</a>	Counsel for Hewlett-Packard Financial Services Company
Silver Point Capital, L.P.	Chaim J. Fortgang	Two Greenwich Plaza	1st Floor	Greenwich	CT	06830		203-542-4216	203-542-4100	<a href="mailto:izackin@sillscummis.com">izackin@sillscummis.com</a>	Counsel for Silver Point Capital, L.P.
Simpson Thacher & Bartlett LLP	Kenneth S. Ziman, Esq.	425 Lexington Avenue		New York	NY	10017		212-455-2000	212-455-2502	<a href="mailto:cfortgang@silverpointcapital.com">cfortgang@silverpointcapital.com</a>	Counsel to JPMorgan Chase Bank, N.A.
Simpson Thacher & Bartlett LLP	William T. Russell, Jr., Esq.	425 Lexington Avenue		New York	NY	10017		212-455-2000	212-455-2502	<a href="mailto:cfox@stblaw.com">cfox@stblaw.com</a>	Counsel to JPMorgan Chase Bank, N.A.
Smith, Gambrell & Russell, LLP	Barbara Ellis-Monro	1230 Peachtree Street, N.E.	Suite 3100	Atlanta	GA	30309		404-815-3500	404-815-3509	<a href="mailto:cfox@stblaw.com">cfox@stblaw.com</a>	Counsel for Southwire Company
Smith, Katzenstein & Furlow LLP	Kathleen M. Miller	800 Delaware Avenue, 7th Floor	P.O. Box 410	Wilmington	DE	19899		302-652-8400	302-652-8405	<a href="mailto:bellis-monro@sgrlaw.com">bellis-monro@sgrlaw.com</a>	Counsel for Airgas, Inc.
Sony Electronics Inc.	Lloyd B. Sarakin - Chief Counsel, Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656		201-930-7483		<a href="mailto:kmiller@skfdelaware.com">kmiller@skfdelaware.com</a>	Counsel to Sony Electronics, Inc.
Sotiroff & Abramczyk, P.C.	Robert M. Goldi	30400 Telegraph Road	Suite 444	Bingham Farms	MI	48025		248-642-6000	248-642-9001	<a href="mailto:lloyd.sarakin@am.sony.com">lloyd.sarakin@am.sony.com</a>	Counsel for Michigan Heritage Bank; MHB Leasing, Inc.
Squire, Sanders & Dempsey L.L.P.	Eric Marcks	One Maritime Plaza	Suite 300	San Francisco	CA	94111-3492			415-393-9887	<a href="mailto:rgoldi@sotablaw.com">rgoldi@sotablaw.com</a>	Counsel for Furukawa Electric Co., Ltd. And Furukawa Electric North America, APD Inc.
										<a href="mailto:emarcks@ssd.com">emarcks@ssd.com</a>	

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Squire, Sanders & Dempsey L.L.P.	Penn Ayers Butler	600 Hansen Way		Palo Alto	CA	94304		650-856-6500	650-843-8777	<a href="mailto:pabutler@ssd.com">pabutler@ssd.com</a>	Counsel for Furukawa Electric Co., Ltd. And Furukawa Electric North America, APD Inc.
Steel Technologies, Inc.	John M. Baumann	15415 Shelbyville Road		Louisville	KY	40245		502-245-0322	502-245-0542	<a href="mailto:jmbaumann@steeltechnologies.com">jmbaumann@steeltechnologies.com</a>	Counsel for Steel Technologies, Inc.
Stein, Rudser, Cohen & Magid LLP	Robert F. Kidd	825 Washington Street	Suite 200	Oakland	CA	94607		510-287-2365	510-987-8333	<a href="mailto:rkidd@srcm-law.com">rkidd@srcm-law.com</a>	Counsel for Excel Global Logistics, Inc.
Steinberg Shapiro & Clark	Mark H. Shapiro	24901 Northwestern Highway	Suite 611	Southfield	MI	48075		248-352-4700	248-352-4488	<a href="mailto:shapiro@steinbergshapiro.com">shapiro@steinbergshapiro.com</a>	Counsel for Bing Metals Group, Inc.; Genral Transport International, Inc.; Crown Enterprises, Inc.; Economy Transport, Inc.; Logistics Insight Corp (LINC); Universal Am-Can, Ltd.; Universal Truckload Services, Inc.
Sterns & Weinroth, P.C.	Jeffrey S. Posta	50 West State Street, Suite 1400	PO Box 1298	Trenton	NJ	08607-1298		609-3922100	609-392-7956	<a href="mailto:jposta@sternslaw.com">jposta@sternslaw.com</a>	Counsel for Doosan Infracore America Corp.
Stevens & Lee, P.C.	Chester B. Salomon, Esq. Constantine D. Pourakis, Esq.	485 Madison Avenue	20th Floor	New York	NY	10022		212-319-8500	212-319-8505	<a href="mailto:cs@stevenslee.com">cs@stevenslee.com</a> <a href="mailto:cp@stevenslee.com">cp@stevenslee.com</a>	Counsel to Tonoli Canada Ltd.; VJ Technologies, Inc. and V.J. ElectronIX, Inc.
Stinson Morrison Hecker LLP	Mark A. Shaiken	1201 Walnut Street		Kansas City	MO	64106		816-842-8600	816-691-3495	<a href="mailto:mshaiken@stinsonmoheck.com">mshaiken@stinsonmoheck.com</a>	Counsel to Thyssenkrupp Waupaca, Inc. and Thyssenkrupp Stahl Company
Stites & Harbison PLLC	Robert C. Goodrich, Jr.	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	615-782-2371	<a href="mailto:madison.cashman@stites.com">madison.cashman@stites.com</a>	Counsel to Setech, Inc.
Stites & Harbison PLLC	Madison L. Cashman	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	615-782-2371	<a href="mailto:robert.goodrich@stites.com">robert.goodrich@stites.com</a>	Counsel to Setech, Inc.
Stites & Harbison, PLLC	W. Robinson Beard, Esq.	400 West Market Street		Louisville	KY	40202		502-681-0448	502-779-8274	<a href="mailto:wbeard@stites.com">wbeard@stites.com</a>	Counsel to WAKO Electronics (USA), Inc. and Ambrake Corporation
Stroock & Stroock & Lavan, LLP	Joseph G. Minias	180 Maiden Lane		New York	NY	10038		212-806-5400	212-806-6006	<a href="mailto:jminias@stroock.com">jminias@stroock.com</a>	Counsel for 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real Properties
Stroock & Stroock & Lavan, LLP	Kristopher M. Hansen	180 Maiden Lane		New York	NY	10038		212-806-5400	212-806-6006	<a href="mailto:khansen@stroock.com">khansen@stroock.com</a>	Counsel for 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real Properties
Swidler Berlin LLP	Jonathan P. Guy	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007		202-424-7500	202-424-7645	<a href="mailto:jpguy@swidlaw.com">jpguy@swidlaw.com</a>	Counsel for Westwood Associates, Inc.; Sanders Lead Co.
Swidler Berlin LLP	Matthew W. Cheney	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007		202-424-7500	202-424-7645	<a href="mailto:mwcheney@swidlaw.com">mwcheney@swidlaw.com</a>	Counsel for Westwood Associates, Inc.; Sanders Lead Co.
Swidler Berlin LLP	Roger Frankel	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007		202-424-7500	202-424-7645	<a href="mailto:rfrankel@swidlaw.com">rfrankel@swidlaw.com</a>	Counsel for Sanders Lead Co.
Swidler Berlin LLP	Richard H. Wyron	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007		202-424-7737	202-424-7645	<a href="mailto:rhwyrton@swidlaw.com">rhwyrton@swidlaw.com</a>	Counsel for Westwood Associates, Inc.
Taft, Stettinius & Hollister LLP	Richard L. Ferrell	425 Walnut Street	Suite 1800	Cincinnati	OH	45202-3957		513-381-2838		<a href="mailto:ferrell@taftlaw.com">ferrell@taftlaw.com</a>	Counsel for Wren Industries, Inc.
Thacher Proffitt & Wood LLP	Jonathan D. Forstot	Two World Financial Center		New York	NY	10281		212-912-7679	212-912-7751	<a href="mailto:forstot@tpw.com">forstot@tpw.com</a>	Counsel for TT Electronics, Plc
Thacher Proffitt & Wood LLP	Louis A. Curcio	Two World Financial Center		New York	NY	10281		212-912-7607	212-912-7751	<a href="mailto:lcurocio@tpw.com">lcurocio@tpw.com</a>	Counsel for TT Electronics, Plc
The Furukawa Electric Co., Ltd.	Mr. Tetsuhiro Niizeki	6-1 Marunouchi	2-Chrome, Chiyoda-ku	Tokyo	Japan	100-8322			81-3-3286-3919	<a href="mailto:niizeki.tetsuhiro@furukawa.co.jp">niizeki.tetsuhiro@furukawa.co.jp</a>	Legal Department of The Furukawa Electric Co., Ltd.
Thelen Reid & Priest LLP	David A. Lowenthal	875 Third Avenue		New York	NY	10022		212-603-2000	212-603-2001	<a href="mailto:dlowenthal@thelenreid.com">dlowenthal@thelenreid.com</a>	Counsel for American Finance Group, Inc. d/b/a Guaranty Capital Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Thelen Reid & Priest LLP	Daniel A. Lowenthal	875 Third Avenue		New York	NY	10022		212-603-2000	212-603-2001	<a href="mailto:dlowenthal@thelenreid.com">dlowenthal@thelenreid.com</a>	Counsel for Oki Semiconductor Company
Thompson & Knight	Rhett G. Campbell	333 Clay Street	Suite 3300	Houston	TX	77002		713-654-1871	713-654-1871	<a href="mailto:rhett.campbell@tklaw.com">rhett.campbell@tklaw.com</a>	Counsel for STMicroelectronics, Inc.
Thompson & Knight LLP	John S. Brannon	1700 Pacific Avenue	Suite 300	Dallas	TX	75201		214-969-1505	214-969-1609	<a href="mailto:john.brannon@tklaw.com">john.brannon@tklaw.com</a>	Counsel for Victory Packaging
Thurman & Phillips, P.C.	Ed Phillips, Jr.	8000 IH 10 West	Suite 1000	San Antonio	TX	78230		210-341-2020	210-344-6460	<a href="mailto:ephillips@thurman-phillips.com">ephillips@thurman-phillips.com</a>	Counsel for Royberg, Inc. d/b/a Precision Mold & Tool and d/b/a Precision Mold and Tool Group
Todd & Levi, LLP	Jill Levi, Esq.	444 Madison Avenue	Suite 1202	New York	NY	10022		212-308-7400		<a href="mailto:jlevi@todtlevi.com">jlevi@todtlevi.com</a>	Counsel to Bank of Lincolnwood
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119		212-594-5000	212-967-4258	<a href="mailto:bmcdonough@teamtogut.com">bmcdonough@teamtogut.com</a>	Conflicts counsel to Debtors
Tyler, Cooper & Alcorn, LLP	W. Joe Wilson	City Place	35th Floor	Hartford	CT	06103-3488		860-725-6200	860-278-3802	<a href="mailto:twilson@tylercooper.com">twilson@tylercooper.com</a>	Counsel for Barnes Group, Inc.
Underberg & Kessler, LLP	Helen Zamboni	300 Bausch & Lomb Place		Rochester	NY	14604		585-258-2800	585-258-2821	<a href="mailto:hazamboni@underbergkessler.com">hazamboni@underbergkessler.com</a>	Counsel for McAlpin Industries, Inc.
United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO	David Jury, Esq.	Five Gateway Center	Suite 807	Pittsburgh	PA	15222		412-562-2549	412-562-2429	<a href="mailto:djury@steelworkers-usw.org">djury@steelworkers-usw.org</a>	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Varnum, Riddering, Schmidt & Howlett LLP	Michael S. McElwee	Bridgewater Place	P.O. Box 353	Grand Rapids	MI	49501-0352		616-336-6827	616-336-7000	<a href="mailto:msmcElwee@varnumlaw.com">msmcElwee@varnumlaw.com</a>	Counsel for Furukawa Electric North America APD
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	OH	43216-1008		614-464-6422	614-719-8676	<a href="mailto:rsidman@vssp.com">rsidman@vssp.com</a>	
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	OH	43215		614-464-8322	614-719-4663	<a href="mailto:tcobb@vssp.com">tcobb@vssp.com</a>	Counsel for America Online, Inc. and its Subsidiaries and Affiliates
Wachtell, Lipton, Rosen & Katz	Emil A. Kleinhaus	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	<a href="mailto:EAKleinhaus@wlrk.com">EAKleinhaus@wlrk.com</a>	Counsel for Capital Research and Management Company
Wachtell, Lipton, Rosen & Katz	Richard G. Mason	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	<a href="mailto:RGMason@wlrk.com">RGMason@wlrk.com</a>	Counsel for Capital Research and Management Company
Waller Lansden Dortch & Davis, PLLC	David E. Lemke, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<a href="mailto:david.lemke@wallerlaw.com">david.lemke@wallerlaw.com</a>	Counsel to Nissan North America, Inc.
Waller Lansden Dortch & Davis, PLLC	Robert J. Welhoelter, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<a href="mailto:robert.welhoelter@wallerlaw.com">robert.welhoelter@wallerlaw.com</a>	Counsel to Nissan North America, Inc.
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2185	616-222-2185	<a href="mailto:gtoering@wnj.com">gtoering@wnj.com</a>	Counsel for Robert Bosch Corporation
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075		248-784-5131	248-603-9631	<a href="mailto:mcruse@wnj.com">mcruse@wnj.com</a>	Counsel to Compuware Corporation
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102		817-810-5250	817-810-5255	<a href="mailto:bankruptcy@warnerstevens.com">bankruptcy@warnerstevens.com</a>	Counsel for Electronic Data Systems Corp. and EDS Information Services, L.L.C.
Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP	Lei Lei Wang Ekvall	650 Town Center Drive	Suite 950	Costa Mesa	CA	92626		714-966-1000	714-966-1002	<a href="mailto:lekval@wqllp.com">lekval@wqllp.com</a>	Counsel for Toshiba America Electronic Components, Inc.
Weinstein, Eisen & Weiss LLP	Aram Ordubegian	1925 Century Park East	#1150	Los Angeles	CA	90067		310-203-9393	310-203-8110	<a href="mailto:aordubegian@weineisen.com">aordubegian@weineisen.com</a>	Counsel for Orbotech, Inc.
Weltman, Weinberg & Reis Co., L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	OH	43215		614-857-4326	614-222-2193	<a href="mailto:gpeters@weltman.com">gpeters@weltman.com</a>	Counsel to Seven Seventeen Credit Union
White & Case LLP	Margarita Mesones-Mori	Wachovia Financial Center	200 South Biscayne Blvd., Suite 4900	Miami	FL	33131		305-371-2700	305-358-5744	<a href="mailto:mmesonesmori@whitecase.com">mmesonesmori@whitecase.com</a>	Counsel for Appaloosa Management, LP
Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	414-223-5000	<a href="mailto:barnold@whdlaw.com">barnold@whdlaw.com</a>	Counsel for Schunk Graphite Technology
Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701		512-370-2800	512-370-2850	<a href="mailto:bspears@winstead.com">bspears@winstead.com</a>	Counsel for National Instruments Corporation
Winstead Sechrest & Minick P.C.	R. Michael Farquhar	5400 Renaissance Tower	1201 Elm Street	Dallas	TX	75270		214-745-5400	214-745-5390	<a href="mailto:mfarquhar@winstead.com">mfarquhar@winstead.com</a>	Counsel for National Instruments Corporation
Winthrop Couchot Professional Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:mwinthrop@winthropcouchot.com">mwinthrop@winthropcouchot.com</a>	Counsel for Metal Surfaces, Inc.
Winthrop Couchot Professional Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:sokeefe@winthropcouchot.com">sokeefe@winthropcouchot.com</a>	Counsel for Metal Surfaces, Inc.
WL Ross & Co., LLC	Oscar Iglesias	600 Lexington Avenue	19th Floor	New York	NY	10022		212-826-1100	212-317-4893	<a href="mailto:oiglesias@wlross.com">oiglesias@wlross.com</a>	Counsel for WL Ross & Co., LLC
Womble Carlyle Sandridge & Rice, PLLC	Lillian H. Pinto	300 North Greene Street	Suite 1900	Greensboro	NC	27402		336-574-8058	336-574-4528	<a href="mailto:lpinto@wcsr.com">lpinto@wcsr.com</a>	Counsel for Armacell
Zeichner Eilman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	<a href="mailto:pjanovsky@zeklaw.com">pjanovsky@zeklaw.com</a>	Counsel for Toyota Tsusho America, Inc.
Zeichner Eilman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	<a href="mailto:skrause@zeklaw.com">skrause@zeklaw.com</a>	Counsel for Toyota Tsusho America, Inc.

# **EXHIBIT C**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
Akebono Corporation (North America)	Alan Swiech	34385 Twelve Mile Road		Farmington Hills	MI	48331	248-489-7406	866-609-0888	Vice President of Administration for Akebono Corporation
Ambrake Corporation	Ronald L. Jones	300 Ring Road		Elizabethtown	KY	42701	270-765-0208	270-234-2395	Representative for Ambrake Corporation
Andrews Kurth LLP	Gogi Malik	1717 Main Street	Suite 3700	Dallas	TX	75201	214-659-4400	214-659-4401	Counsel for ITW Mortgage Investments IV, Inc.
Arnall Golden Gregory LLP	Heath J. Vicente	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031	404-873-8682	404-873-8683	Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC
Bernstein Litowitz Berger & Grossman	Eileen McNerney	1285 Avenue of the Americas		New York	NY	10019	212-554-1485	212-554-1444	Counsel for Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP
Cage Williams & Abelman, P.C.	Steven E. Abelman	1433 Seventeenth Street		Denver	CO	80202	303-295-0202		Counsel for United Power, Inc.
Calinoff & Katz, LLP	Dorothy H. Marinis-Riggio	140 East 45th Street	17th Floor	New York	NY	10017	212-826-8800	212-644-5123	Counsel for Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
Clark Hill PLC	Joel D. Applebaum	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435	313-965-8300	313-965-8252	Counsel for BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC
Colbert & Winstead, P.C.	Amy Wood Malone	1812 Broadway		Nashville	TN	37203	615-321-0555	615-321-9555	Counsel for Averitt Express, Inc.
Cornell University	Nancy H. Pagliaro	Office of University Counsel	300 CCC Building, Garden Avenue	Ithaca	NY	14853-2601	607-255-5124	607-254-3556	Paralegal/Counsel for Cornell University
Ettelman & Hochheiser, P.C.	Gary Ettelman	c/o Premium Cadillac	77 Main Street	New Rochelle	NY	10801	516-227-6300	516-227-6307	Counsel for Jon Ballin
Frank D. Jones		158 New York Circle Cr.		Whitesburg	KY	41858-9122			
HAL/ERC-Legal	Tillie Lim, Esq.	50 Prospect Avenue		Tarrytown	NY	10591			Counsel to Hitachi Automotive Products (USA), Inc.
Harris D. Leinwand	Harris D. Leinwand	350 Fifth Avenue	Suite 2418	New York	NY	10118	212-725-7338	212-244-6219	Counsel for Baker Hughes Incorporated; Baker Petrolite Corporation
Honigman, Miller, Schwartz and Cohn, LLP	E. Todd Sable	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226	313-465-7548	313-465-7549	Counsel for Valeo Climate Control Corp.; Valeo Electrical Systems, Inc. - Motors and Actuators Division; Valeo Electrical Systems, Inc. - Wipers Division; Valeo Switches & Detection System, Inc.
Kutchin & Rufo, P.C.	Kerry R. Northrup	155 Federal Street	17th Floor	Boston	MA	02110-1727	617-542-3000	617-542-3001	Counsel for Parlex Corporation
Lord, Bissel & Brook	Timothy W. Brink	115 South LaSalle Street		Chicago	IL	60603	312-443-1832	312-443-896-6432	Counsel for Sedgwick Claims Management Services, Inc.
Lord, Bissel & Brook	Timothy S. McFadden	115 South LaSalle Street		Chicago	IL	60603	312-443-0370	312-896-6394	Counsel for Methode Electronics, Inc.
Lord, Bissel & Brook LLP	Kevin J. Walsh Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	10022-4802	212-947-8304 212-947-8340	212-947-1202	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
Lyden, Liebenthal & Chappell, Ltd.	Erik G. Chappell	5565 Airport Highway	Suite 101	Toledo	OH	43615	419-867-8900	419-867-8909	Counsel for Metro Fibres, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
Madison Capital Management	Joe Landen	6143 South Willow Drive	Suite 200	Greenwood Village	CO	80111	303-957-4254	303-957-2098	Representative for Madison Capital Management
Masuda Funai Eifert & Mitchell, Ltd.	Gary D. Santella	203 North LaSalle Street	Suite 2500	Chicago	IL	60601-1262	312-245-7500	312-245-7467	Counsel for NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Aikoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC; Hosiden America Corporation and Samtech Corporation
Mayer, Brown, Rowe & Maw LLP	Raniero D'Aversa, Jr.	1675 Broadway		New York	NY	10019	212-262-1910	212-506-2500	Counsel for Bank of America, N.A.
Mayer, Brown, Rowe & Maw LLP	Jeffrey G. Tougas	1675 Broadway		New York	NY	10019	212-262-1910	212-506-2500	Counsel for Bank of America, N.A.
McCarter & English, LLP	David J. Adler, Jr. Esq.	245 Park Avenue, 27th Floor		New York	NY	10167	212-609-6800	212-609-6921	Counsel to Ward Products, LLC
Meyers, Rodbell & Rosenbaum, P.A.	Robert H. Rosenbaum	Berkshire Building	6801 Kenilworth Avenue, Suite 400	Riverdale Park	MD	20737-1385	301-699-5800		Counsel for Prince George County, Maryland
Meyers, Rodbell & Rosenbaum, P.A.	M. Evan Meyers	Berkshire Building	6801 Kenilworth Avenue, Suite 400	Riverdale Park	MD	20737-1385	301-699-5800		Counsel for Prince George County, Maryland
Miami-Dade County, FL	April Burch	140 West Flagler Street	Suite 1403	Miami	FL	33130	305-375-5314	305-375-1142	Paralegal Collection Specialist for Miami-Dade County
Michael Cox		Cadillac Place	3030 W. Grand Blvd., Suite 10-200	Detroit	MI	48202	313-456-0140		Attorney General for State of Michigan, Department of Treasury
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Dennis J. Raternink	PO Box 30736		Lansing	MI	48909-7717	517-373-1820	517-373-2129	Assistant Attorney General for Worker's Compensation Agency
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Michael Cox	PO Box 30736		Lansing	MI	48909-7717	517-373-1820	517-373-2129	Attorney General for Worker's Compensation Agency
Miles & Stockbridge, P.C.	Thomas D. Renda	10 Light Street		Baltimore	MD	21202	410-385-3418	410-385-3700	Counsel for Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
Miles & Stockbridge, P.C.	Kerry Hopkins	10 Light Street		Baltimore	MD	21202	410-385-3418	410-385-3700	Counsel for Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
Morgan, Lewis & Bockius LLP	William C. Heuer, Esq.	101 Park Avenue		New York	NY	10178-0060	212-309-6000	212-309-6001	Counsel to Sumitomo Corporation
Nantz, Litowich, Smith, Girard & Hamilton, P.C.	Sandra S. Hamilton	2025 East Beltline, S.E.	Suite 600	Grand Rapids	MI	49546	616-977-0077	616-977-0529	Counsel for Lanfer Diversified Industries, Inc.
Noma Company and General Chemical Performance Products LLC	James Imbriaco	90 East Halsey Road		Parsippany	NJ	07054	973-884-6952	973-515-3244	
Office of the Chapter 13 Trustee	Camille Hope	P.O. Box 954		Macon	GA	31202	478-742-8706	478-746-4488	Office of the Chapter 13 Trustee

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
Peggy Housner		Cadillac Place	3030 W. Grand Blvd., Suite 10-200	Detroit	MI	48202	313-456-0140		Assistant Attorney General for State of Michigan, Department of Treasury
Pierce Atwood LLP	Keith J. Cunningham	One Monument Square		Portland	ME	04101	207-791-1100	207-791-1350	Counsel for FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland GmbH; FCI Italia S. p.A.
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734	989-385-3230	989-754-7690	Corporate Secretary for Professional Technologies Services
Schafer and Weiner PLLC	Howard Borin	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340		Counsel for Dott Industries, Inc.
Schafer and Weiner PLLC	Max Newman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340		Counsel for Dott Industries, Inc.
Schafer and Weiner PLLC	Ryan Heilman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340		Counsel for Dott Industries, Inc.
Schafer and Weiner PLLC	Daniel Weiner	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340		Counsel for Dott Industries, Inc.
Schulte Roth & Sabel LLP	Carol Weiner Levy	919 Third Avenue		New York	NY	10022	212-756-2000	212-595-5955	Counsel for D.C. Capital Partners,
Sonnenschein Nath & Rosenthal LLP	D. Farrington Yates	1221 Avenue of the Americas	24th Floor	New York	NY	10020	212-768-6700	212-768-6800	Counsel for Molex, Inc. and INA USA, Inc.
Sonnenschein Nath & Rosenthal LLP	Jo Christine Reed	1221 Avenue of the Americas	24th Floor	New York	NY	10020	212-768-6700	212-768-6800	Counsel for Molex, Inc. and INA USA, Inc.
Sonnenschein Nath & Rosenthal LLP	Robert E. Richards	8000 Sears Tower	233 South Wacker Drive	Chicago	IL	60606	312-876-8000	312-876-7934	Counsel for Molex, Inc. and INA USA, Inc.
The Timpken Corporation BIC - 08	Robert Morris	1835 Dueber Ave. SW	PO Box 6927	Canton	OH	44706			Representative for Timken
Warner Norcross & Judd LLP	Stephen B. Grow	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503	616-752-2158		Counsel for Behr Industries Corp.
White & Case LLP	John K. Cunningham	1155 Avenue of the Americas		New York	NY	10036-2787	212-819-8200		Counsel for Appaloosa Management, LP



## **EXHIBIT D**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----X

ORDER UNDER 11 U.S.C. §§ 327(a), 328(a), AND 1107(b) AUTHORIZING  
EMPLOYMENT AND RETENTION OF ERNST & YOUNG LLP AS  
SARBANES-OXLEY, VALUATION, AND TAX SERVICES PROVIDERS  
TO DEBTORS, EFFECTIVE NUNC PRO TUNC TO OCTOBER 8, 2005

("ERNST & YOUNG RETENTION ORDER")

Upon the application dated November 28, 2005 (the "Application") of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(a), 328(a), and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Ernst & Young LLP ("E&Y") as Sarbanes-Oxley, valuation, and tax services providers to the Debtors, effective nunc pro tunc to October 8, 2005; and upon the Affidavit of Randall J. Miller, sworn to November 28, 2005, in support of the Application; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and there being no objection to the Application; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED on a final basis.

2. Subject to the terms of this Order, the Debtors' employment of E&Y as one of their Sarbanes-Oxley, valuation, and tax services providers pursuant to the terms and conditions of the Application is approved pursuant to sections 327(a), 328(a), and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), effective nunc pro tunc to October 8, 2005.

3. E&Y shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court. Without limiting the foregoing, E&Y shall make reasonable efforts to ensure that the Debtors' estates are not charged for any duplication of work with the other professionals retained in these cases.

4. All requests of E&Y for payment of indemnity pursuant to the engagement letter attached to the Application as Exhibit A (the "Sarbanes-Oxley Engagement Letter"), the engagement letter attached to the Application as Exhibit B (the "Valuation Engagement Letter"), and the engagement letter attached to the Application as Exhibit D (the "Delphi Tax Engagement Letter", and together with the Sarbanes-Oxley Engagement Letter, the Valuation Engagement Letter, and the Skadden tax engagement letter attached to the Application as Exhibit C, the "Engagement Letters") shall be made by means of an application (interim or final as the case may be) and shall be subject to review by the Court to ensure that payment of such indemnity conforms to the terms of the Sarbanes-Oxley, Valuation, and Delphi Tax Engagement Letters and is reasonable based upon the circumstances of the litigation or settlement in respect of which

indemnity is sought, provided, however, that in no event shall E&Y be indemnified for its own bad-faith, self-dealing, breach of fiduciary duty (if any), gross negligence, or willful misconduct.

5. That in no event shall E&Y be indemnified for a claim that a court determines by final order to have arisen out of E&Y's own bad-faith, self-dealing, breach of fiduciary duty (if any), gross negligence, or willful misconduct.

6. That in the event that E&Y seeks reimbursement for attorneys' fees from the Debtors pursuant to the Sarbanes-Oxley, Valuation, or Delphi Tax Engagement Letters, the invoices and supporting time records from such attorneys shall be included in E&Y's own applications (both interim and final) and such invoices and time records shall be subject to the United States Trustee's guidelines for compensation and reimbursement of expenses and the approval of the Bankruptcy Court under the standards of sections 330 and 331 of the Bankruptcy Code without regard to whether such attorney has been retained under section 327 of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code.

7. To the extent this Order is inconsistent with the Engagement Letters, this Order shall govern.

8. With the exception of E&Y, the Ernst & Young Global Limited member firms providing services under the Engagement Letters shall be permitted to use category codes to describe the time spent on services rendered, rather than the more detailed descriptions usually required for fee applications.

9. Any outstanding balance or balances owed by the Debtors to E&Y for prepetition services rendered and expenses incurred by E&Y that are not satisfied by overpayments made by the Debtors to E&Y, on or before July 1, 2005, hereby are deemed waived, and E&Y shall not have a claim for any such outstanding balance or balances.

10. Any fees and expenses incurred by E&Y in the course of its retention will be compensated in accordance with the fee guidelines established by this Court and the Office of the United States Trustee.

11. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

12. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
January 5, 2006

/s/ ROBERT D. DRAIN

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UNITED STATES BANKRUPTCY JUDGE